



Chamber of Commerce of Commerce Texas

Amended and Restated Bylaws

Effective January 1, 2014

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BY-LAWS OF The Chamber of Commerce of Commerce, Texas, Inc.

PREAMBLE

These Bylaws are subject to, and governed by, the Texas Business Organizations Code (the “Business Code”) and the Articles of Incorporation or Certificate of Formation of the Chamber (the “Certificate”). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Business Code or the provisions of the Certificate, such provisions of the Business Code or the Certificate, as the case may be, will be controlling.

ARTICLE I NAME, LOCATION, PURPOSE AND POWERS

Section 1.1 Name

The name of this organization as formally incorporated on March 29, 1976, shall be the Chamber of Commerce of Commerce, Texas, Inc. hereinafter called “the Chamber”.

Section 1.2 Location

The principal offices of the Chamber shall be in the City of Commerce, County of Hunt, Texas.

Section 1.3 Purpose

The Chamber shall develop, promote and perpetuate a positive and profitable business and civic climate in Commerce and surrounding areas. All activities will be non-partisan and non-sectarian. Further, the Chamber shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”).

Section 1.4 Scope of Activities

The Chamber may administer programs and services consistent with its mission and purpose by contract or agreement. The Chamber is a nonprofit corporation and shall have all of the powers, duties, authorities, and responsibilities as provided in the Texas Non-profit Corporation Law (as defined in the Business Code). These activities shall be carried out to the extent and in such manner that they further business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code.

Section 1.5 Powers

The Chamber is a nonprofit corporation and, subject to any limitations set forth in the Certificate or these Bylaws, shall have all of the powers, duties, authorizations and responsibilities provided in the Business Code.

Section 1.6 Robert's Rules of Order

Robert's Rules of Order Newly Revised shall govern all activities of the Chamber unless these Bylaws provide otherwise.

ARTICLE II
BOARD OF DIRECTORS

Section 2.1 Duties

The Chamber shall be governed by a board of directors (the "Board") and, subject to the restrictions imposed by law, the Certificate or these Bylaws; the Board has the ultimate authority on all matters of the corporation subject to other provisions contained in these Bylaws. In January, the Board shall approve an annual program of work that shall be the basis for all activities of the Chamber. The Board shall approve the membership dues and the Chamber's annual budget.

Section 2.2 Classes of Board Membership

Membership on the Board shall be divided into two (2) classifications (a) elected directors and (b) permanent directors. All elected directors and permanent directors shall represent businesses, organizations, or groups that are members of the Chamber. Only elected Board members shall enjoy voting privileges.

Section 2.3 Elected Directors

The elected directors shall be comprised of up to fifteen (15) persons elected by and from the membership. One-third (1/3) of the elected directors will be elected annually for three-year terms beginning January 1 of each year. i.e. 5 in one year, 5 the next year, and 5 the third year. After two complete three-year terms, an elected director may not be appointed or reelected to the Board until one calendar year has elapsed. A "term" as used in this Section 2.3 shall include any period of service during a board term in excess of eighteen (18) months.

Section 2.4 Permanent Directors

Permanent directors shall consist of the Commerce City Manager, the Superintendent of the Commerce Independent School District, the President of Texas A&M University-Commerce, the Executive Director of the Commerce Economic Development Corporation, and the Commerce representative of a utility company.

Section 2.5 Vacancies and Removal

- (a) Elected directors shall be elected to represent their employer. Should any elected director's employment terminate with the employer designated at the time of his/her last election to the Board, his/her position may become vacant, as determined by the Board at their sole discretion. If reappointed to fill such vacancy, such elected director will continue without change in the status of his/her term.
- (b) Absence from three (3) consecutive regular meetings by elected directors with or without cause may be construed as a resignation from the Board, as determined by the Board at their sole discretion.
- (c) Any member of the Board may be removed for cause by a two-thirds (2/3) majority vote of the Board at any meeting of the Board. Cause for termination shall include, but not be limited to, a material and serious violation of the Certificate, these Bylaws, the policies and procedures of the Chamber, disclosure of confidential information to unauthorized persons, excessive absences, or failure, refusal or inability to perform the duties of a Board member. No termination of a Board member may occur without first giving the Board member adequate notice and an opportunity to be heard by the full Board.
- (d) Any vacancy occurring in an elected director's position prior to the expiration of such elected director's term may be filled through an appointment by the President followed by a two-thirds (2/3) ratification of the Board. A director appointed to fill an unexpired term shall be elected for the unexpired term of his/her predecessor in office. Each director so appointed shall hold office until his or her successor is elected by the members of the Chamber in accordance with ARTICLE V.

Section 2.6 Quorum; Voting

- (a) At all meetings of the Board, the presence of a majority of the number of elected directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, the Certificate or these Bylaws. Any one or more members of the Board may participate in a meeting of the Board in accordance with Section 2.8. Participation by such means shall constitute presence in person at a meeting. An elected director present by proxy at a meeting may not be counted toward a quorum.
- (b) If a quorum shall not be present at any meeting of the Board, the elected directors present at the meeting may adjourn the meeting from time to time,

without notice other than announcement at the meeting, until a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

- (c) The act of a majority of the elected directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law, the Certificate or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board.
- (d) An elected director present at a meeting of the Board may vote on behalf of an absent elected director, provided that an original or copy of a written and dated proxy from the absent elected director, signed by the absent elected director or sent by electronic mail from an electronic mail address clearly identified as belonging to the absent director, is delivered to the Secretary prior to the meeting. It shall either contain voting instructions, with which the present elected director must abide if the proxy vote is cast, or authorize the present elected director to vote as determined by the present elected director on any or all matter coming up for a vote at the meeting.
- (e) The provisions of this Section 2.6 also apply to any meeting of a committee and to the committee's voting members.

Section 2.7 Order of Business

At meetings of the Board, business shall be transacted in such order as the President may determine from time to time unless the Board determines otherwise. The Secretary shall prepare minutes of such meetings unless the President or the Board appoints another person to act as secretary of the meeting. The regular minutes of the proceedings shall be kept electronically in the Chamber office.

Section 2.8 Action Without Meeting

Unless otherwise restricted by the Certificate or these Bylaws, any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by the number of directors necessary to take that action at a meeting of the Board at which all of the directors are present and voting and if the procedures set forth in the Business Code are followed. Any written consent shall be physically signed on the form provided by the Chamber and sent to the Chamber by U.S. mail, hand delivery, facsimile transaction, or electronic transmission in portable document format (PDF). Any written consents by the elected directors shall be filed with the minutes of the proceedings of the Board. The provisions of this Section 2.8 also apply to any action of a committee without a meeting and to the committee's voting members.

Section 2.9 Responsibilities

It is the responsibility of each member of the Board to act in the best interests of the Chamber in the furtherance of its purpose. Each member of the Board owes allegiance to the common good of the communities served by the Chamber and shall not act as a separate representative of a particular community where he/she works or resides.

**ARTICLE III
MEMBERSHIP**

Section 3.1 Qualifications and Criteria

Membership shall be limited to businesses, non-profit organizations and individuals. Lifetime and honorary memberships may be awarded upon approval of the Board.

Section 3.2 Approval

The Board shall approve each new membership based upon a written application, which shall contain a statement that membership may be cancelled by the Board at any time for cause. An application for membership may be denied by the Board without cause.

Section 3.3 Dues

Members shall pay annual dues in dollars for the privilege of membership. The amount shall be based upon a dues schedule approved from time to time by the Board.

Section 3.4 Voting

- (a) Each member shall be entitled to one (1) vote on any matter submitted to the membership by the Board. All members shall designate a main representative to receive all mailings from the Chamber.
- (b) At any meeting of members, ten percent (10%) of the total membership or twenty-five (25) members, whichever is the lesser, present in person or by proxy, shall constitute a quorum.
- (c) A member vote on any matter may be conducted by mail, facsimile transmission, electronic message or any combination of those methods, provided that votes shall be cast by a number of members not less than the number that would be sufficient to establish a quorum at a meeting of members.

Section 3.5 Committees

Each member shall be entitled to submit names of representatives for possible service on committees.

Section 3.6 Termination and Removal

- (a) Any member may resign from membership upon written notice to the Executive Director. Any dues paid in advance shall be forfeited upon resignation.
- (b) Any member shall be considered a member not in good standing if such member becomes delinquent in any financial obligation to the Chamber for more than ninety (90) days; provided that written notice shall be mailed to the member to advise that their account is delinquent.
- (c) Any member may be removed from the membership by the affirmative vote of two-thirds (2/3) of the elected directors present at a meeting of the Board for conduct unbecoming a member, damaging the reputation of the Chamber or actions otherwise prejudicial to the mission of the Chamber. Such action by the Board shall be preceded by ten (10) calendar days' written notice to the member with the opportunity for a hearing before the Board. Any dues paid in advance shall be forfeited upon removal.

ARTICLE IV MEETINGS

Section 4.1 Annual Membership Meeting

An annual membership meeting shall be held in the first quarter of the calendar year unless an exception is approved by the Executive Committee. The annual membership meeting may be held in conjunction with the Chamber's annual banquet.

Section 4.2 Board Meetings

- (a) Regular Meetings. The Board shall hold regular meetings once a month at the Chamber.
- (b) Special Meetings. Special meetings of the Board shall be held whenever called by the President or by any three (3) directors. Any such special meeting shall be held at such time, place and date as shall be designated by the President or by any three (3) directors. Notice of such meeting shall be given to all members of the Board at least twenty-four (24) hours prior to the meeting by facsimile transmission, electronic mail, or telephone.

(c) Notice of Meeting. Notice of any meeting of the Board shall be given in any manner permitted by these Bylaws. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board needs to be specified in the notice or written waiver of notice of such meeting unless otherwise required by these Bylaws. Unless limited by law, the Certificate or these Bylaws, any and all business may be transacted at any such meeting of the Board. A waiver of notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, unless the Board member attends the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4.3 Meetings By Telephone or Other Remote Electronic Communications Technology

Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board, or members of any committee designated by the Board, may, unless otherwise restricted by law, by the Certificate or by these Bylaws, participate in and hold a meeting of the Board or such committee, as the case may be, by using conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conference technology or the Internet (but only if, in the case of such other suitable communications system, each member entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant). Participation in such a meeting pursuant to this section shall constitute presence for quorum purposes and presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE V
ELECTIONS

Section 5.1 Nominations

A ten-member Nominating Committee appointed by the President shall nominate Directors to serve for the coming year.

Section 5.2 Election

The election to fill each elected director position for a term to begin January of the following year shall occur in the third quarter of each year. A ballot listing the appropriate number of nominees for Director in alphabetical order, and including two (2) blank space for use by the membership in voting for write-in candidates, shall be distributed by mail to the eligible membership not later than August 20 of each year. The Ballot shall be returned to the Chamber of Commerce office not later than September 1 of each year.

Section 5.3 Ballot Approval and Election Results

The chairman of the Nominating Committee will approve the ballot for elected directors and supervise all administrative detail of the process. The President shall appoint a committee of three (3) board members to tabulate votes. Tabulation shall occur prior to the regular September meeting of the Board with the results reported to the Board at that time by the chairperson of the Nominating Committee. The correct number of nominees to fill the vacancies receiving the highest number of votes for the office of Director shall be declared elected. All votes cast in the election will be retained in the Chamber of Commerce office for a period of three years.

ARTICLE VI STANDING COMMITTEES

Section 6.1 Executive Committee

- (a) The Executive Committee shall consist of the President, the Executive Vice-President, the immediate past President, the Treasurer and the Secretary.
- (b) All members of the Executive Committee must be elected directors. The term of each member of the Executive Committee shall be for one (1) year beginning January 1 of the following year.
- (c) The elected members of the Executive Committee shall be officers of the Board and shall be designated as follows: President, Executive Vice-President, Treasurer and Secretary.
- (d) The duties of the Executive Committee shall be determined by the Board subject to other provisions of these Bylaws. The Executive Committee shall have and may exercise, when the Board is not in session, all of the authority and powers of the Board in the affairs of the Chamber. As such, the Executive Committee shall have full authority to make decisions for the Chamber between Board meetings. The Executive Committee shall recommend the program of work document and the operating budget to the Board.

Section 6.2 Nominating Committee

The President shall appoint a Nominating Committee to serve during the same year as the President's term. The chairman of the Nominating Committee shall be the immediate past President. The Nominating Committee shall consist of no less than seven (7) members: the acting President, the Executive Vice-President, the immediate past-President, two (2) members of the Board of Directors, and two (2) members of the Chamber at large. The Nominating Committee shall convene no later than August 1st of each year. The Nominating Committee shall recommend to the Board all candidates to serve on the Board as elected directors.

**ARTICLE VII
OTHER COMMITTEES**

Section 7.1 Formation

The President may appoint standing or ad hoc committees as necessary at any time, subject to confirmation by the Board of Directors at the next regular Board meeting. The President will appoint the chairman and members of each such standing or ad hoc committee. The President shall appoint or dismiss all volunteers, including, but not limited to, representatives of other organizations.

Section 7.2 Goals and Members

Committees may be appointed to carry out the goals contained within the program of work of the Chamber. Membership is limited to individuals who are appointed for service on the committee. Non-members may serve as non-voting adjunct members if approved by the President, but may not chair any committee or subcommittee.

Section 7.3 Recommendations

Committees may recommend activities, programs or policy matters to the Executive Committee for presentation to the Board. Administration of programs, activities or policies may be assigned by the President to committees.

Section 7.4 Task Forces

Task forces or other administrative or policy groups designated for a specific purpose may be appointed by the President after consultation with the Executive Committee.

**ARTICLE VIII
OFFICERS**

Section 8.1 Number and Titles

The officers of the Chamber shall be a President, an Executive Vice-President, a Treasurer, and a Secretary who are elected members of the Executive Committee (as provided in Section 6.1) and any Vice Presidents appointed by the President to carry out the programs of work. Each officer shall hold office for the term for which he/she is elected and until his/her successor shall have been duly elected and qualified unless such officer is removed, resigns or is unable to serve. The Board also may appoint such other officers, assistant officers and agents as the Board shall from time to time deem necessary, which shall exercise such powers and perform such activities as determined from time to time by the Board. The election or appointment of an officer shall not of itself create contract rights.

Section 8.2 Election and Term of Office

The Board of Directors shall elect from the Chamber Board a President, an Executive Vice-President, a Treasurer, and a Secretary as part of the regular business of the November meeting with the new officers to assume their duties on January 1 of the following year. Nominations for the position of President, Executive Vice-President, Treasurer and Secretary shall come from the Board during the October meeting. The President, Executive Vice-President, Treasurer and Secretary shall be elected by majority vote of the Board of Directors at the regular November meeting of the Board of Directors. The term of the President, Executive Vice-President, Treasurer and Secretary shall be for one (1) year beginning January 1 of the following year.

Section 8.3 Removal

Any officer may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the Board then in office at any regular meeting or special meeting of the Board whenever in their sole and exclusive judgment the best interests of the Chamber will be served thereby.

Section 8.4 Vacancies

A vacancy in the office of the President shall be filled by the Executive Vice-President. A vacancy in the office of Executive Vice-President, Treasurer or Secretary may be filled by the Board. An officer elected to fill an unexpired term shall be elected for the unexpired term of such officer's predecessor in office unless otherwise stated in these Bylaws.

Section 8.5 President

The President shall preside at all meetings of the Chamber and the Board of Directors. He/she shall appoint all committees of the Chamber, and shall perform such duties as are

incidental to the office and designated in these Bylaws and from time to time may be assigned to him/her by the Board.

Section 8.6 Executive Vice-President

The Executive Vice-President shall assist the President in carrying out his/her duties. If the President of the Chamber is unable to complete the term of office for which he/she was elected, the Executive Vice-President shall automatically assume the office of President. The board of Directors shall then elect a new Executive Vice-President.

Section 8.7 Treasurer

- a) The Treasurer shall be responsible for assisting the executive director with budget preparation and reporting the financial condition of the Chamber to the Board of Directors at the regular monthly board meeting. In addition, the Treasurer shall follow the rules outlined in ARTICLE XI of this document.
- b) In years when the Chamber receives hotel/motel tax funding from the City of Commerce, the Treasurer will work in conjunction with the City Finance Director in order to properly secure the funding and ensure that the contract is being followed.

Section 8.8 Secretary

The Secretary shall be responsible for assisting with the preparation of the minutes of the Board meetings and Executive Board meetings.

Section 8.9 Vice Presidents

The President may appoint Vice Presidents as needed from the Chamber membership in order to carry out the programs of work as set forth by the President and the Board of Directors. The Vice Presidents shall offer oversight to the various committees under his/her administration and assist the President in selecting committee chairmen. Vice-Presidents are not required to be members of the Board of Directors.

**ARTICLE IX
EXECUTIVE DIRECTOR**

Section 9.1 Duties

(a) The full-time chief executive and administrative officer of the Chamber and any of its programs administered by contract with other organizations shall be the Executive Director. The Executive Director shall be retained and discharged by the

Board. The assignment of duties to the Executive Director, other than those outlined in these Bylaws, shall be made by the President acting on behalf of the Board.

(b) The Executive Director shall prepare and submit to the appropriate committees all budgets and the dues schedule of the Chamber.

(c) The Executive Director shall prepare all agendas for meetings of the Executive Committee and the Board.

(d) The Executive Director shall supervise the preparation of all policies of the Chamber into a policy manual. All matters not covered by these Bylaws may be clarified by policies in the policy manual, to the extent not inconsistent with these Bylaws.

(e) The Executive Director shall execute all contracts and sign all official documents on behalf of the Chamber.

Section 9.2 Responsibilities

The Executive Director shall be responsible for the general direction of the Chamber in carrying out policies set by the Board. The Executive Director shall report to the Board and shall be an *ex-officio* non-voting member of all committees. The Executive Director shall hire all paid employees in consultation with the President and all employees shall report to the Executive Director.

Section 9.3 Removal

Subject to requirements of applicable law and any contractual obligations of or restrictions on the Chamber, the Executive Director may be removed as follows:

(a) with cause by the affirmative vote of not less than three (3) members of the Executive Committee, provided that the Executive Director shall have the right to appeal any such removal to the Board and such removal may be overturned only by the affirmative vote of three-quarters (3/4) of the Board then in office at any regular or special meeting of the Board; or

(b) with or without cause, upon the recommendation of the Executive Committee, by the affirmative vote of three-quarters (3/4) of the Board then in office at any regular or special meeting of the Board.

Section 9.4 Surety Bonds

The Executive Director and any other full-time staff, as determined by the Board, may be required to post surety bonds. The premium shall be paid by the Chamber.

ARTICLE X

EMPLOYEES

Section 10.1 Appointment

The Chamber shall employ such personnel as are necessary to carry out the program of the Chamber and to maintain its office.

Section 10.2 Responsibilities

The Human Resources Policies and the Office Procedures Manual shall be reviewed by the Executive Committee annually with any changes to be approved by the Board of Directors in the January Board meeting. All employees of the Chamber are responsible to the President.

Section 10.3 Performance Evaluations & Staff Compensation

The Executive Committee shall conduct an employee performance review bi-annually prior to June 1st and November 1st and make recommendations to the Board at the regular November meeting. Any salary adjustments will become effective January 1.

ARTICLE XI BUDGET AND FINANCIAL MATTERS; CONTRACTS

Section 11.1 Administration of Budget

The Executive Director shall administer all budgets under the direction of the Treasurer and the President.

Section 11.2 Contracts

The Board may authorize any officer(s), employee(s) or agent(s) of the Chamber to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber, and such authority may be general or confined to specific instances.

Section 11.3 Checks, Drafts, or Orders for Payment

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Chamber shall be signed by such officer(s), employee(s) or agent(s) of the Chamber and in such manner as shall from time to time be determined by resolution of the Board. Two signatures are required on all checks. Authorized signers shall include the Executive Director, the Treasurer, and one member of the Board of Directors appointed by the President.

Section 11.4 Depository Banks and Investment Policies

The Executive Director shall recommend depository banks and investment policies for all Chamber funds to the Board for approval.

Section 11.5 Audit Firm

The Board shall employ a certified public accountant to prepare a review of the Chamber books and accounts every three years. The Board may request an audit at any time it deems necessary. The accountant's finding shall be reported at the earliest possible meeting of the Board during the fiscal year. The Board will adopt any additional needed audit procedures. The auditor will report to the Treasurer or the Executive Director.

Section 11.6 Fiscal Year

The fiscal year of the Chamber shall be the calendar year unless otherwise fixed by resolution of the Board.

**ARTICLE XII
BYLAWS AMENDMENT OR REPEAL OF BYLAWS**

Section 12.1 Procedure

These Bylaws may be amended or repealed, and new bylaws may be adopted, by the affirmative vote of two-thirds (2/3) of the Board then in office at any regular or special meeting of the Board, provided that any such amendment, repeal or new bylaws shall first be proposed to the Board at a prior regular or special meeting of the Board.

Section 12.2 Prior Notification

No repeal, substitution, or amendment of these bylaws may be enacted by the Board of Directors without having notified the membership in writing of the proposed change at least ten (10) days prior to the meeting at which the action will be considered.

**ARTICLE XIII
INDEMNIFICATION; INSURANCE**

Section 13.1 Indemnification

Any person or the estate of any deceased person (such person or estate of any deceased person being hereafter throughout this ARTICLE XIII referred to as "Person") who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative (hereafter throughout this ARTICLE XIII collectively referred to as

“Proceeding”), by reason of the fact that he is or was a member of the Board or officer, employee or agent of the Chamber, or is or was serving at the request of the Chamber as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, trustee, sole proprietorship, employee benefit plan or other enterprise shall or may be indemnified by the Corporation against expenses (including reasonable attorneys’ fees) actually and reasonably incurred by him/her in connection therewith to the fullest extent required or permitted under Texas statutory or decisional law, including, without limitations, Chapter 8 of the Business Code or any successor statute thereto.

Section 13.2 Other Rights

The indemnification provided by these Bylaws may not be deemed exclusive of any other rights to which a Person seeking indemnification may be entitled under the Certificate, these Bylaws, a resolution of the Board, an agreement or otherwise both as to action in his/her official capacity, as defined in Section 8.001(6) of the Business Code, and as to action in any other capacity, and will continue as to such Person after the termination of such capacity and will inure to the benefit of his heirs, executors and administrators; provided, however, that any provision for the Chamber to indemnify or to advance expenses to a member of the Board, whether contained in the Certificate, these Bylaws, a resolution of the Board, an agreement or otherwise, except in accordance with Section 13.3, is valid only to the extent it is consistent with Chapter 8 of the Business Code, as limited by the Certificate, if such a limitation exists.

Section 13.3 Insurance

The Chamber may purchase and maintain insurance on behalf of any Person by reason of the fact that he/she is or was serving at the request of the Chamber as a member of the Board, officer, employee or agent of the Chamber against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as a Person, whether or not the Chamber would have the power to indemnify him/her against such liability under Chapter 8 of the Business Code.

Section 13.4 Other Arrangements

In addition to the powers described in Section 13.4, the Chamber may purchase, maintain or enter into other arrangements on behalf of any Person who is or was a member of the Board, officer, employee or agent of the Chamber against any liability asserted against him/her and incurred by him/her in such capacity or arising out of his status as such a Person, whether or not the Chamber would have the power to indemnify him against such liability under Chapter 8 of the Business Code. If the other arrangement is with a person or entity that is not regularly engaged in the business of 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 the Person). Without limiting the power of the Chamber to procure or maintain any kind of arrangement, the Chamber may, for the benefit of Persons described in this Section 13.4, (a) create a trust fund; (b)

establish any form of self-insurance; (c) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Chamber; or (d) establish a letter of credit, guarantee, or surety arrangement.

Section 13.5 Other Provisions Applicable to Insurance and Other Arrangements

The insurance may be procured, maintained or established 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, regardless of whether all or part or the stock or other securities of the insurer or other persons are owned in whole or part by the Chamber. In the absence of fraud, the judgment of the Board as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement will be conclusive and the insurance or other arrangement will not be voidable and will not subject the Board approving the insurance or other arrangement to liability, on any grounds, regardless of whether elected directors participating in the approval are beneficiaries of the insurance or other arrangement.

Section 13.6 Interpretation and Implementation; Severability

This ARTICLE XIII shall be interpreted and implemented to the fullest extent required or permitted under Texas statutory or decisional law, including, without limitation, Chapter 8 of the Business Code or any successor statute thereto. In the event that any part or portion of this ARTICLE XIII is judicially determined to be invalid or unenforceable, such determination will not in any way affect the remaining portions of this ARTICLE XIII to the contrary, the Chamber shall not indemnify any person described in this ARTICLE XIII if such indemnification (a) would jeopardize the Chamber's tax-exempt status under Section 501(c)(6) of the Internal Revenue Code, or (b) would cause the imposition of the federal excise tax for an excess benefit transaction under Section 4958 of the Internal Revenue Code.

Section 13.7 Appearance as a Witness or Otherwise

Notwithstanding any other provision of this ARTICLE XIII, the Chamber may pay or reimburse expenses incurred by a member of the Board, officer, or other person in connection with his/her appearance as a witness or other participation in a Proceeding at a time when he/she is not a named defendant or respondent in the Proceeding.

**ARTICLE XIV
GIFTS AND CONFLICTS OF INTEREST**

Section 14.1 Gifts

The Chamber may only accept a contribution, gift, bequest or devise to the Chamber and any officer of the Chamber may only accept or authorize the acceptance on behalf of the

Chamber of any contribution, gift, bequest or devise to the Chamber, whether for the Chamber's general purposes or for any special purpose, upon approval by the Board or the Executive Director.

Section 14.2 Conflicts of Interests and Contracts or Agreements Involving Board Members or Officers

Subject to the limitations of this Section 14.2, members of the Board and officers of the Chamber shall comply with the Chamber's Conflict of Interest Policy as may be adopted by the Board from time to time. No contract or agreement otherwise permitted pursuant to such Conflict of Interest Policy may be entered into by and between the Chamber and any of the following: (a) a Board member, officer, committee member, or employee of the Chamber (hereinafter an "Insider"); or (b) any corporation, partnership, trust, sole proprietorship or any other entity (hereinafter an "Entity") in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless (i) the transaction is approved in accordance with Section 22.230 of the Business Code as specified herein; and (ii) if one or more of the parties to the contract or transaction is a "disqualified person" with respect to the Chamber within the meaning of Section 4958 of the Internal Revenue Code, either (x) such transaction is reviewed and approved in accordance with the "rebuttable presumption of reasonableness safe harbor" provisions set forth in the Treasury regulations promulgated under Section 4958 of the Internal Revenue Code or (y) the Board or any committee thereof determines that such procedures are not necessary for the transaction involved and records its specific findings for making such determination. Section 22.230 of the Business Code requires that prior to consummating any contract, transaction or action taken on behalf of the Chamber involving any matter in which a Board member or officer is personally interested as a shareholder, director, officer trustee or beneficiary or advisor of a trust, or otherwise has a relationship, that contract transaction or action must be authorized and approved in good faith and with ordinary care by a vote of a majority of the Board in attendance at a meeting at which a quorum is present, without counting the vote(s) of any interested elected director(s), and only after the disinterested elected directors are provided with knowledge of the material facts concerning the contract or transaction and each interested elected director's or officer's relationship or interest in the transaction, and only if the entering into of such contract or transaction is not in violation of any provisions of the Certificate that prohibit the Chamber's use or application of its funds for private benefit. Any interested elected director may be counted in determining the presence of a quorum at a meeting of the Board at which a contract or transaction described in this Section 14.2 is authorized, but the interested elected director and other interested Board member must leave the meeting during the discussion of, and the vote on, such contract or transaction. The minutes of any such meeting must include (a) the names of the interested elected directors or interested Board members who disclosed any possible direct or indirect interest, a description of the nature of the alleged interest or relationship and whether the Board determined a conflict of interest did in fact exist, (b) the names of the elected directors or Board members who were present for discussions relating to the proposed contract or transaction, the content of those discussions, including any alternatives to the proposed contract or transaction and a record of the vote by the elected directors, and (c) such other

information as may be required by any Intermediate Sanctions Policy of the Chamber. Notwithstanding any provision contained in this Section 14.2, no contract, transaction or act would result in the loss of the Chamber's exemption from federal income tax. In no event, however, shall any person or entity dealing with the Board or the officers of the Chamber be obligated to inquire into the authority of the Board or the officers so authorized to enter into or consummate any contract or to take any other action on behalf of the Chamber.

ARTICLE XV NOTICES

Section 15.1 Manner of Giving Notice

Whenever, under the provisions of any law or these Bylaws, notice is required to be given to any member, Board member or committee member of the Chamber, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by confirmed facsimile transmission, by electronic message or mail, or by U.S. mail, postage prepaid, addressed to such member, member of the Board or committee member at such person's address as it appears on the records of the Chamber. Any notice given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Notice by electronic mail shall be deemed to be delivered when the electronic mail does not result in a "failed delivery notification" from the Internet Service Provider.

Section 15.2 Waiver of Notice

Whenever any notice is required to be given to any member, member of the Board or committee member of the Chamber under the provisions of any law or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI MISCELLANEOUS

Section 16.1 Compensation; Reimbursement of Expenses

The Chamber may pay compensation in a reasonable amount to its employees for services rendered and may reimburse its Board members, officers and employees for approved expenditures.

Section 16.2 No Loans to Board Members, Officers or Employees

The Chamber shall make no loans to its Board members, officers or employees.

Section 16.3 Seal

The Chamber elects to have no seal.

Section 16.4 Gender

Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 16.5 Invalid Provisions

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 16.6 Headings

The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

Section 16.7 Posting of By-Laws

The By-Laws of the Commerce Chamber of Commerce shall be posted on the Chamber's website, with easy access for viewing. If, at any time, these By-Laws are amended, the updated version of the By-Laws shall be posted within ten (10) days of the Board's approval of said revision.

**ARTICLE XVII
WINDING UP AND TERMINATION**

Any voluntary winding up of the Chamber under the Texas Non-profit Corporation Law must, in addition to the requirements set forth therein, be approved by the affirmative vote or two-thirds (2/3) of the Board then in office at each of three (3) consecutive regular Board meetings. In connection with any winding up of the Chamber, any funds remaining after all liabilities and expenses have been satisfied shall be distributed to one or more charitable, educational, scientific or philanthropic organizations selected by the Board that qualify as nonprofit, tax-exempt organizations under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code. No Board member or officer of the Chamber and no private individual will be entitled to share in the distribution of the assets in the event of winding up.

CERTIFICATION

These Amended and Restated Bylaws shall become effective on January 1, 2013 and were approved by the Board on December 19, 2013.

Julie Gentle, President

Attest:

Douglas T. Rohrabough, Executive Director

HISTORY AND RETENTION

Amendments approved by the Board of Directors on 12/11/2002, 01/14/2004, 08/11/2004, 04/11/2007, 11/09/2011, 04/12/2012, 12/19/2013.