

**AMENDED AND RESTATED  
BY-LAWS  
OF THE  
GRAPEVINE CHAMBER  
OF COMMERCE  
(amended on and as of February 25, 2014)**

## **ARTICLE 1**

### **Name**

#### **Section 1 – Name**

This organization is incorporated as a not-for-profit corporation under the laws of the State of Texas and shall be known as the Grapevine Chamber of Commerce.

#### **Section 2 – Definitions**

Wherever the following words are used in these by-laws, they shall have the following meaning:

- a. “Chamber” or “Chamber of Commerce” means the Grapevine Chamber of Commerce.
- b. “Board of Directors” or “Board” means the Board of Directors of the Grapevine Chamber of Commerce.
- c. “Executive Committee” or “Officers” means the Executive Committee of the Grapevine Chamber of Commerce and is comprised of the Chairman of the Board, the Chairman Elect, the Immediate Past Chairman, the Vice-Chairmen, the Treasurer and the Chief Executive Officer.
- d. “Chairman” means the Chairman of the Board of the Grapevine Chamber of Commerce.
- e. “City” means the City of Grapevine.
- f. “Member” means a member of the Grapevine Chamber of Commerce.
- g. “Member in Good Standing” means a member of the Grapevine Chamber of Commerce whose application has been accepted by the Chamber and who is current in dues and continues to support the mission of the organization as determined by the Board.
- h. “Mail” means delivery via U.S. Postal service or electronic means.

## **ARTICLE II**

### **Objectives**

#### **Section 1 – Purpose & Objectives**

Notwithstanding any provision of these by-laws, the Chamber shall observe all local, state, and federal laws that apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code.

The mission of the Grapevine Chamber of Commerce is to promote business that adds value to our community.

### **ARTICLE III**

#### **Membership**

##### **Section 1 – Classification**

Any person, association, corporation, partnership, or estate having an interest in the objectives of the Chamber shall be eligible to apply for membership. The membership shall be composed of the following classifications:

Dues Paying: (a) Business

Non Dues Paying: (b) Honorary

##### **Section 2 – Definitions**

The Chamber membership classifications are defined as follows:

a. Business – Any individual person or business organization of any kind, including sole proprietorship, corporation, nonprofit corporations, partnership, limited partnership, or association are eligible for membership.

b. Honorary– Non-dues paying membership extended to an individual who has performed acts or deeds so exceptional on behalf of the betterment of the Chamber’s ideals and purposes as to be recognized by the voting membership so long as the individual lives.

Qualifications:

- 1) Must be retired and/or have had fifteen years membership in this Chamber.
- 2) Must be an individual person, not a business organization.
- 3) Must be recommended by the Executive Committee.
- 4) Must be approved by two-thirds (2/3) of the Board of Directors.
- 5) Must be a member in good standing.
- 6) Must have supported the Chamber by serving on the Board or a committee.
- 7) Must have supported the community through community service activities.

After selection, Honorary membership is non-voting. The Board may remove an Honorary member from the membership list if, in the determination of the Board, the member cannot be contacted or other reason that is in the best interest of the Chamber.

### **Section 3 – Investment**

Membership investment schedules shall be set at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors and shall be paid annually in advance.

### **Section 4 – Voting Rights**

The voting rights of each Chamber membership classification is as follows with respect to each matter submitted by the Board to the members for a vote according to law or these by-laws: Each business member in good standing shall have two votes per membership investment level as prescribed by the membership investment schedule.

### **Section 5 – Application**

Application for Chamber membership shall be in writing on forms provided for that purpose and signed by the applicant. Membership shall only become effective upon payment of the regularly scheduled investment as provided in Section 3 above. The membership shall continue until terminated in one of the following ways:

- a. Resignation in writing by the member.
- b. Termination for nonpayment of dues after ninety (90) days.
- c. Termination by the Board for conduct that violates the by-laws or is prejudicial to the objects and purposes of the Grapevine Chamber of Commerce, after notice to the member and an opportunity afforded for a hearing under procedures determined by the Board.
- d. Death of the member, if the member is an individual.
- e. Dissolution of the Chamber of Commerce.

### **Section 6 – Non-Transferable**

Except as provided herein, a Chamber membership shall not be sold, assigned, or transferred in any manner. A member may, however, change its classification, and a member may change its designated representative by written notification to the Chamber. In the event of the sale of a member business organization, membership may be assumed by the purchasing business for the remainder of the membership year.

## **ARTICLE IV**

### **Meetings**

#### **Section 1 – Annual Meetings**

The annual meeting of the Chamber shall be held during the month of January each year. The time and place shall be fixed by the Board and notice thereof shall be mailed to each member at least ten days before said meeting. An e-mail address or other electronic communications address such as a facsimile number, provided by a member through application or for the purpose of receiving general information and materials from the Chamber shall constitute the address of such member for the purpose of the provision and receipt of any and all notices and other materials from the Chamber, unless the member notifies the secretary of the Chamber otherwise in writing.

## **Section 2 – Membership Meetings**

General membership meetings other than the annual meeting, may be called by or at the direction of (1) the Board of Directors, (2) the Chairman with prior approval of the Executive Committee or (3) members constituting not less than one-tenth of the membership in the Chamber who shall have signed a petition authorizing the call of the membership meeting. These procedures shall be the sole procedures in which special meetings of the Chamber membership may be called. The notice of the meeting of the members shall be written and shall contain the place, date, and time of the meeting and, if the meeting is a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered to each member entitled to vote at the meeting not later than the 10th day and not earlier than the 60th day before the date of the meeting.

## **Section 3 – Board of Director’s Meetings**

The Board of Directors shall meet monthly or meetings may be called by the Chairman or upon the written request of three members of the Board of Directors. Notice shall be given to each director at least one day prior to the meeting. The Board of Directors and any committee of the Chamber may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

The business of the Chamber shall be conducted by the Board of Directors and issues shall be decided by majority vote when a quorum of voting Board members is present.

## **Section 4 – Quorum**

When a meeting of the general members has been properly noticed those members in good standing and present at the meeting shall comprise a quorum. A majority vote of members in good standing present at the meeting at which a quorum is present shall be sufficient to constitute an act of the membership.

At any meeting of the Board, a majority of the directors currently in office shall constitute a quorum. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a

quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum.

### **Section 5 – Agenda and Meetings**

An agenda and minutes shall be prepared for all meetings of the Board of Directors and the annual meeting of the Chamber.

### **Section 6 – Action by Written Consent Without a Meeting**

At the discretion of the Chairman, an action of the Grapevine Chamber Board or the Executive Committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by at least two-thirds (2/3) of all the directors or committee members as the case may be, unless a greater number is required by law or these by-laws to take the proposed action at a meeting at which all of the directors or committee members are present and voting. The consent must state the date of each director's or committee member's signature. Such consent may be given electronically and individually or collectively. Prompt notice of the taking of an action by directors or committee members without a meeting by less than unanimous written consent shall be given to each director or committee member who did not consent in writing to the action.

## **ARTICLE V**

### **Board of Directors**

#### **Section 1 – Composition**

The governing body of the Chamber shall be the Board of Directors. Ten (10) directors shall be elected by the voting membership for staggered, three-year terms, with three (3) directors being elected each year. The tenth position will be a one year nomination/appointment by the nominating committee. In addition to the directors elected by the members, the individual appointed and voted by the Board to serve as Chair-Elect, will be placed into a three year term, serving those as Chair-Elect, Chairman of the Board and then Immediate Past Chairman. All directors must be members in good standing and have agreed to accept the responsibility of a directorship.

#### **Section 2 – Ex-Officio Directors**

The following persons may be named by the Chairman to serve in an ex-officio Board capacity, as well as others appropriate to the mission of the Chamber (these are examples and this is not intended to be exclusive):

Grapevine Mayor  
Grapevine City Manager

Grapevine-Colleyville ISD Superintendent of Schools  
Grapevine Convention and Visitor's Bureau Director

Ex-officio directors have voting privileges on the Board but they may not be counted to determine whether a quorum is present. The role of ex-officio directors is to provide counsel, suggestions and recommendations for consideration by the Board of Directors.

### **Section 3 – Nominating Committee for Directors**

No later than the regular September meeting of the Board, the Chairman shall appoint, subject to approval by the Board of Directors, a nominating committee of five (5) members of the Chamber.

The Chair-Elect will serve as Chairman of the Nominating Committee along with one (1) other director and three (3) members. The Chief Executive Officer and Chairman shall serve as ex-officio members of the committee.

Prior to the October Board meeting, the nominating committee shall present to the Chief Executive Officer a slate of three (3) candidates to serve three-year terms to replace the Directors whose regular terms are expiring.

No Board member who has served a full three-year elected term is eligible for election to a second term. A period of one (1) year must elapse before eligibility is restored.

Upon receipt of the report of the Nominating Committee, the Chief Executive Officer shall immediately notify the membership by mail or listing in the monthly newsletter, of the names of persons nominated as candidates for directors and the right of petition.

Additional names of candidates for Directors can be nominated by petition bearing the signature of at least twenty-five (25) business or individual members of the Chamber. Such petition shall be filed with the Nominating Committee within (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

If no petition is filed within the designated period, the nominations shall be closed and the slate of three (3) candidates shall be declared elected by the Board of Directors at its regular November Board Meeting.

If a petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for three (3) candidates only. The Chief Executive Officer shall mail this ballot to all members in good standing at least fifteen (15) days before the November Board Meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. Ballots may be mailed and formatted electronically. The Board of Directors shall at its regular next Board meeting declare the three (3) candidates with the greatest number of votes, elected.

The Chairman of the Board shall appoint, subject to the approval of the Board of Directors, at least (3), but not more than five (5) judges who are not members of the Board of Directors or candidates for election. Such judges shall, as a committee of the Chamber, have complete supervision of the election, including the auditing of the ballots. The committee shall report the results of the election to the Board of Directors. The Chairman shall appoint a chairman of the committee.

#### **Section 4 – Vacancies**

In the event of a vacancy among the elected directors, the Chairman shall appoint a replacement subject to the approval of the Board of Directors.

Failure of a director to attend three consecutive unexcused meetings of the Board shall result in automatic termination from the Board. The determination of whether an absence is excused shall be made by the Board in its sole discretion.

#### **Section 5 – Duty of Board**

The Board is responsible for establishing procedure, formulating and adopting policy of the Chamber. These policies shall be maintained in a policy manual, which shall be reviewed annually and revised as necessary. The Board may exercise all such powers of the Chamber and do all such lawful acts and things as are directed or required to be exercised or done by statute, the Articles of Incorporation, or these Bylaws.

#### **Section 6 – Staff**

The Board may employ a Chief Executive Officer and shall fix the salary and other considerations of his/her employment.

#### **Section 7 – Indemnity**

To the maximum extent allowed by and pursuant to the procedures set forth in Texas law, including Chapters 8 and 22 of the Texas Business Organizations Code, the Chamber may, by resolution of the Board, indemnify a director, officer, committee member, employee, or agent of the Chamber who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of its, his or her official capacity in the Chamber. The Chamber may purchase and maintain at its expense, insurance on behalf of such persons to the fullest extent permitted by applicable law.

### **ARTICLE VI**

#### **Executive Officers**

##### **Section 1 – Time of Election**

Following the annual election of directors, the Board of Directors shall elect the Chairman, the Chairman-Elect, a Treasurer, and as many Vice-Chairmen as deemed necessary to conduct the activities of the Chamber following or in conjunction to the election of the Board.

## **Section 2 – Nominating Committee for Officers**

The officers of the Chamber shall be elected from a slate nominated by the same nominating committee appointed by the Chairman to select the Board nominations.

## **Section 3 – Term of Office and Vacancy**

All officers shall serve for one year or until their successors are selected and qualified. In the event of a vacancy in any of the offices, the Board may fill said vacancy by appointment of the Chairman with a majority vote of the Board. The appointed officer shall serve the office for the unexpired portion of the predecessor officer's term.

## **Section 4 – Duties of Officers**

- a. Chairman. The Chairman serves as the chief elected and top ranking officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board, and Executive Committee. The Chairman shall, with the advice and counsel of the Chief Executive Officer, assign vice-chairmen to divisional or departmental responsibility subject to the approval of the Board. The Chairman shall, with the advice and counsel of the Vice Chairmen and Chief Executive Officer, determine all committees, select all committee leaders, and assist in the selection of committee personnel, subject to approval of the Board. The Chairman is considered the “president” of the Chamber as that term is used in Chapter 22 of the Texas Business Organizations Code.
- b. Chairman-Elect. The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman in the absence, refusal, or inability of the Chairman to serve.
- c. Vice-Chairmen. The Vice-Chairmen shall direct the work of the committees, divisions, and subsidiary corporations assigned to them.
- d. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for its proper disbursement. Such funds shall be kept on deposit in financial institutions or if otherwise invested, the investment must be approved by the Board. Unless otherwise authorized by the Board, checks over \$2,000.00 are to be signed by the Treasurer and by the Chief Executive Officer, or such financial obligations shall be signed by any two (2) officers listed on the Chamber's bank signature card. The Treasurer shall cause monthly financial reports to be made to the Board.
- e. Secretary. The Secretary shall: (a) Give or cause to be given all notices as provided in the Bylaws or as required by law; (b) Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records; (c) Maintain custody of the corporate records and of the seal of the Chamber; (d) Keep a register of the

mailing address of each Director, officer, and employee of the Chamber; (f) Perform duties as assigned by the Chairman or by the Board of Directors; and (g) Perform all duties incident to the office of Secretary.

- f. Chief Executive Officer. The Chief Executive Officer shall be the chief administrative and executive officer. The Chief Executive Officer shall serve as secretary to the Board and of the Chamber, and be responsible for the staff's preparation of notices, agendas, and minutes of the meetings of the Board.

The Chief Executive Officer shall serve as advisor to the Chairperson and Program of Work committee on planning and shall assemble information and data and prepare special reports as directed by the Program of the Chamber.

The Chief Executive Officer shall be an ex-officio, non-voting member of the Board, the Executive Committee, and all other committees.

The Chief Executive Officer shall be responsible for the administration of the Program of Work in accordance with the policies and regulations of the Board of Directors.

The Chief Executive Officer shall be responsible for hiring, discharging, directing, and supervising all other employees.

The Chief Executive Officer shall be responsible, with the assistance of the Treasurer, for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board. The Chief Executive Officer shall also be responsible for all expenditures within the approved budget allocations.

### **Section 5 – Powers**

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in Session and shall be accountable to the Board for the Executive Committee's actions.

### **Section 6 – Meetings**

The Executive Committee shall meet from time to time as called by the Chairman or any three members of the Committee.

## **ARTICLE VII**

### **Committees and Divisions**

#### **Section 1 – Committees**

The Chairman, by and with the approval of the Board, shall appoint all standing committees and committee leaders. The Chairman may appoint such ad hoc committees and their leaders as deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at

the direction of the Chairman and shall serve concurrent with the term of the appointing Chairman, unless a different term is approved by the Board. Each committee shall submit its choice for committee chairman to the incoming Chairman of the Board. Upon approval of the program of work, the Chairman of the Board will finalize the committee chair appointments. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board.

## **Section 2 – Divisions**

The Board 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 programs of such divisions, including collection and disbursements of funds. No action or resolution of any kind shall be taken by divisions, departments, councils or subsidiary corporations having bearing upon or purporting to be the act of the Chamber, unless approved by the Board of the Chamber.

## **Section 3 – Limitation of Authority**

No action by any member, committee, division, employee, director, or officer 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.

Committees and/or divisions shall be discharged by the Chairman when their work has been completed and their reports accepted, or when in the opinion of the Board, it is deemed wise to discontinue the committees and/or divisions.

## **Section 4 – Termination of Status**

The Board of Directors, in its sole discretion, may terminate the existence of or its relationship with any of the divisions, bureaus, departments, counsels, subsidiary corporations or committees. The Board may, according to applicable law, combine, reorganize, or redefine any of such entities as the Board deems to be in the best interest of the Chamber.

# **ARTICLE IX**

## **Financial**

### **Section 1 – Bonding**

The Chief Executive Officer 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. The fiscal year of the Grapevine Chamber of Commerce begins January 1st of each year and ends the following December 31st.

## **Section 2 – Audit**

Accounts and procedures will be examined semi-annually by the Executive Committee and an audit may be requested by the Executive Committee if deemed necessary.

## **Section 3 – Budget**

As soon as possible after the election of the new Board of Directors and officers for a fiscal year, the Executive Committee shall submit a budget for the forthcoming year to the Board of Directors for adoption.

## **Section 4 – Revenues and Disbursements**

Upon approval of the budget, disbursements may be made on accounts and expenses provided for in the budget without additional approval by the Board.

## **ARTICLE X**

### **Parliamentary Procedure**

The proceedings of the Chamber shall be governed by and conducted according to the latest edition of Robert's Rules of Order, except as otherwise provided herein or as may be determined by the Board of Directors.

## **ARTICLE XI**

### **Amendments**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two-thirds (2/3) vote of the Board of Directors, or by a majority vote of those members present at any regular or special membership meeting of the Grapevine Chamber of Commerce, provided notice of the meeting includes the proposals for such changes. Proposed changes shall be submitted to the Board or the members in writing at least ten (10) days in advance of the meeting at which they are to be considered.

## **ARTICLE XII**

### **Dissolution**

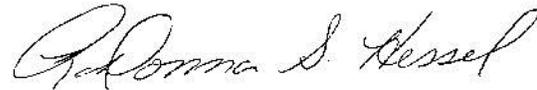
Upon dissolution, all Chamber assets shall be distributed to one or more charitable, educational, scientific or philanthropic organization(s) qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code, or, as permitted by the Treasury Regulations governing the Chamber, to one or more organizations qualified as exempt from taxes under of the Internal Revenue Code that serves similar purposes as this Chamber. Any recipient organization and the manner and extent of distribution shall be determined by the Board of Directors according to

Texas law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Chamber is then located, exclusively for such purposes or to such organization or organizations (or to the federal government, or to a state or local government, for a public purpose), as said Court shall determine.

**CERTIFICATE OF SECRETARY**

I hereby certify that I am the duly elected and acting Secretary of the Chamber and that the foregoing Bylaws, comprised of Thirteen (13) pages including this page, constitute the Bylaws of the Chamber as duly adopted and made effective by the Board of Directors at a meeting held on July 24, 2012.

DATED: July 24, 2012

A handwritten signature in cursive script that reads "RaDonna S. Hessel".

RaDonna S. Hessel

Secretary of the Corporation