BYLAWS OF THE
DENTON CHAMBER OF COMMERCE

ARTICLE ONE: GENERAL

1. 1 Name: This organization is incorporated under the laws of the State of Texas and is named the Denton Chamber of Commerce, Inc., and shall be known as the Denton Chamber of Commerce.

1.2 Purposes: The Denton Chamber of Commerce is organized to advance the general welfare and prosperity of the Denton Area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

1.3 Area: The Denton Area or Denton economic region shall mean to include the City of Denton and adjacent, adjoining, and other areas in close proximity to the City of Denton, whose use and development has a direct impact upon the prosperity of the business community of the City of Denton.

1.4 Limitation of Methods: The Denton Chamber of Commerce shall observe all local, state and Federal laws which apply to a non-profit organization as defined in §501 (c) (6) of the Internal Revenue Code. Further, this Chamber in its activities shall be nonpartisan, nonsectional, and nonsectarian, and shall take no part in or lend its influence to the election or appointment of any candidate for public office. However, the Denton Chamber of Commerce may, from time to time, take a position with regard to issues directly affecting the Denton economic region.

ARTICLE TWO: MEMBERSHIP

2.1 Eligibility: Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

2.2 Active Membership: Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in §2.4 of these Bylaws.

2.3 Honorary Membership: Individuals who have distinguished themselves in public affairs shall be eligible for honorary membership and as such, shall be exempt from dues and shall have all active membership privileges except that of office holding.

2.4 Investments: Membership investment shall be at such rate or rates, schedule or formula as may be determined annually in advance by the Board of Directors.

2.5 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 (2/3rds) vote for non-payment 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 (2/3rds) vote of he 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.

2.6 Voting: In any proceeding in which voting by members is called for, each person present (unless otherwise provided herein) shall be entitled to one vote, and each member, firm, association, or corporation, shall be entitled to a number of votes determined by amount of investment paid, not to exceed five (5) votes. Proxies are not allowed. In any vote, a majority vote carries, unless otherwise provided herein.

2.7 Exercise of Privileges: Any firm, association, corporation, partnership, or estate holding membership and paying in excess of the base annual investment may, depending on the investment, designate, in accordance with the policy of the Chamber, a number of individuals not to exceed five (5) in number, whom the holder desires to exercise the privileges of membership covered by its investments, and shall have the right to change its membership nominations upon written notice.

2.8 Orientation: At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: Directors, officers, committee leaders, and members.

ARTICLE THREE: MEETINGS

3.1 Annual Meeting: The annual meeting of the corporation, in compliance with State law, shall be held during the month of March of each year. 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.

3.2 Additional Meetings:

A. General meetings of the Chamber of Commerce may be called by the Chair of the Board at any time, or upon petition in writing of any ten percent (10 %) of members in good standing. Notice of additional general meetings shall be mailed to each member at least five (5) days prior to such meeting.

B. Board meetings may be called by the Chair of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least one (1) day prior to said meeting;

C. Committee meetings may be called at any time by the Chair of the Board, Divisional Officers, or by the committee's leader.

3.3 Quorums: A quorum is necessary to conduct business.

A. At any General Meeting of the Chamber, ten percent (10 %) of the members shall be present to constitute a quorum.

B. At any Board of Directors Meeting, ten (10) ***voting*** Directors shall be present to constitute a quorum of the Board of Directors.

C. At any Committee Meetings, a majority of the voting committee members shall be present to constitute a quorum, except when a committee consists of more than nine (9) members, then five (5) members shall be present to constitute a quorum.

D. At any Executive Committee Meetings, a majority shall be present to constitute a quorum.

3.4 Notices, Agenda, Minutes: Written notice of all meetings of the General Membership and Board of Directors of the Chamber must be given not less than ten (10) days nor more than fifty (50) days in advance, unless otherwise stated. An advance agenda and minutes must be prepared for all such meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE FOUR: BOARD OF DIRECTORS

4.1 Composition of the Board: The Board of Directors shall be composed of several classes of Directors as follows:

A. Three-Year Directors. Eighteen (18) members shall be elected for terms of three (3) years. One-third of this class of Directors shall be elected annually to serve a three-year term, or until their successors are elected and have qualified.

B. One-Year Directors. The Board of Directors may within its discretion elect, up to three (3) voting Directors to serve up to one-year terms during the program year commencing with the program year beginning April 1.

C. Ex-Officio Members. The Board of Directors may appoint annually not more than ten (10).ex-officio members of the Board. These appointed members shall include the Chair of the Chamber's Convention & Visitors Bureau Advisory Board, the Chair of the Chamber's Leadership Denton Steering Committee, and the Chair of the Chamber's Economic Development Advisory Board. Other appointed members should, if possible, include the Chief Executive Officers of local governmental units and other distinguished citizens. Ex-officio members shall not have voting rights, nor shall such members count in computing a quorum for any vote necessary to be taken by the Board of Directors.

D. Past Chair of the Board. All past Chairs of the Board, if not otherwise elected or appointed to the Board, shall automatically serve as ex-officio members of the Board, and shall not count in determining the number of other ex-officio members which may be appointed under subparagraph C above. Unless otherwise elected to the Board, Past Chair shall not have voting rights, nor shall such Past Chair count in computing a quorum for any vote necessary to be taken by the Board of Directors.

4.2 Selection and Election of Three-Year Directors:

A. Nominating Committee. At the Executive Committee Meeting prior to the October Board Meeting, the Executive Committee shall select a Nominating Committee of five (5) members of the Chamber, at least two of which shall not be members of the Board. At the October Board meeting, the Board of Directors shall vote on the approval of the Nominating Committee. The Nominating Committee shall select its own Chair.

B. Qualifications. Each candidate for the Board of Directors must be an active member in good standing and must have agreed to accept the responsibility of a Directorship. No Board member who has served two consecutive three-year terms is eligible for election for a third term until a period of one year elapses before eligibility is restored.

C. Canvass. Immediately following approval by the Board of the Nominating Committee, the President shall advise the membership of the composition of the Nominating Committee and canvass the general membership for input regarding possible candidates for Directors for the Nominating Committee to consider in compiling a proposed slate of candidates. Candidates for Directors may also be nominated by petition bearing the original signatures of at least twenty-five (25) qualified members of the Chamber. Such petition shall be filed with the President within ten (10) days after the date of the notice, which date shall be the date on which the notice is postmarked. In the event a petition(s) is received, the Nominating Committee shall determine the validity of the petition(s). A signature shall be valid if the member signing is in good standing and the signature substantially reflects the same name as on the membership rolls. The Nominating Committee shall immediately notify the candidate of its determination. If need be, the Board of Directors shall determine the validity of the petition(s) which determination shall be final.

D. Selection of Slate. Prior to the regular November meeting, the Nominating Committee shall meet and select a single slate of six (6) candidates to serve three year terms.

E. Publication to the Board of Directors. At the November Board meeting, the Nominating Committee shall publish the single slate of six (6) candidates to the Board of Directors.

F. Publicity of Nominations. Upon receipt of the above report of the Nominating Committee, the President shall immediately notify the membership by mail, of the names of the persons nominated as candidates for Directors.

G. Determination. The names of all candidates shall be arranged on a ballot in alphabetical order. The ballot shall also include an equal number of blank spaces provided for the use of members desiring to vote for others than those nominated, to replace those Directors whose regular terms are expiring. Instructions will be to vote for the number of vacancies only. The President shall mail this ballot to all active members at least ten (10) days before the regular December Board meeting. The instructions ***will be*** printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall at their December Board meeting declare the candidates with the greatest number of votes elected, according to the number of vacancies then to be filled.

H. Judges. The Nominating Committee shall serve as election judges. Such judges shall have complete supervision of the election, including the canvassing and auditing of the ballots, subject to the Board of Directors review. The judges shall report the results of the election to the Board of Directors.

I. Ties. Should a tie vote occur in the election of Directors, the Board of Directors shall vote and certify as elected the member(s) who receive the greatest number of votes for each position.

4.3 Seating of New Directors: All newly elected Board member(s) shall begin attending meetings at the January Board meeting and shall be seated and be participating members beginning with the April Board meeting. Retiring Directors shall continue to serve until the end of the Program Year.

4.4 Voting: Three-year and One-Year Directors shall be voting members of the Board. In any proceeding for which voting by Directors is called, each Director present shall be entitled to one vote. Proxies are not allowed. In any vote, the majority vote carries, unless otherwise provided herein.

4.5 Vacancies: A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless the Executive Committee finds absence(s) were excusable due to compelling reasons.

In the event of a vacancy on the Board of Directors, 1) the Executive Committee shall by the next regular Board meeting, but in no event later than the second regular Board meeting, nominate one candidate for each vacancy; 2) the candidate's name shall be mailed to each Director prior to the next meeting, at which time the vacancy is to be filled; 3) the vote to fill the vacancy shall be placed on the agenda of the meeting; 4) at the meeting at which the filling of the vacancy is considered, nominations may be made from the floor; and 5) a majority vote carries.

4.6 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. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

4.7 Management: The Board of Directors shall employ a President (or appropriate title) to manage the day to day operations of the Chamber and shall fix the salary and other considerations of employment. The Executive Committee shall conduct an annual performance evaluation of the President and report its recommendations to the full board of directors prior to approval of the General Fund budget.

4.8 Indemnification: The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or 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, expect 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 of misconduct.

ARTICLE FIVE: OFFICERS

5.1 Selection and Election of Officers:

A. Nominating Committee. The Nominating Committee for Directors shall also nominate candidates for Board Chair-Elect of the Board and Treasurer. Officers will be elected for a term of one year until their successors assume the duties of office, and they shall become voting members of the Board of Directors.

B. Qualifications. Each candidate for officer must be an active member in good standing, must have agreed to accept the responsibility of officership and must have previously served or be currently serving as a Director.

C. Announcement of Nominations. At the November Board meeting, the Chair of the Board shall announce that nominations for the next year's upcoming officers of Board Chair-Elect and Treasurer will be made by the Nominating Committee and additional nominations will be taken from the floor.

D. Publication to the Board of Directors. At least ten days before the December Board meeting, the Nominating Committee shall publish the nominations for officers to the Board of Directors.

E. Nominations. At the December Board meeting, nominations for officers shall be announced by the Nominating Committee and received from the floor of the Board of Directors.

F. Determination. At the December Board meeting, the Board shall elect the Chair of the Board, Chair-Elect and the Treasurer.

G. Judges. The Nominating Committee shall serve as election judges. Such judges shall have complete supervision of the election, including the canvassing and auditing of the ballots, subject to the Board of Directors review. The judges shall report the results of the election to the Board of Directors.

H. Ties. Should a tie vote occur in the election of Officers, the Board of Directors shall vote as many times as is necessary to break the tie and certify as elected the member(s) who receive the greatest number of votes.

1. Vice Chair. By no later than the March meeting, the Chair of the Board Elect shall appoint, subject to the approval by the Board of Directors, no more than three Vice Chairs, as deemed necessary to conduct the activities of the Chamber.

5.2 Duties of Officers:

A: Chair of the Board. The Chair of the Board shall serve as the Chief Elected Officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors, and Executive Committee.

The Chair of the Board shall, with the advice and counsel of the President, assign Officers to divisional or departmental responsibility subject to the Board of Directors' approval.

The Chair of the Board shall, with advice and counsel of the Executive Committee and the President, determine all committees, select all committee leaders, assist in the selection of committee personnel, subject to approval of the Board of Directors.

B. Chair-Elect of the Board. The Chair-Elect of the Board shall perform such duties as may be assigned by the Chair of the Board and shall likewise cause the smooth and orderly transition of the Chamber into the ensuing fiscal year during which the Chair-Elect shall assume the office of Chair of the Board.

C. Vice Chair of the Board. The duties of the Vice Chair of the Board shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chair of the Board and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

D. 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. Checks are to be signed by the Treasurer and the President, or, in the absence of either or both, by any two (2) other persons as may be designated by the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board.

E. President. The President shall be the Chief Administrative and Executive Officer. The President shall serve as Secretary to the Board of Directors, and cause to be prepared notices, agenda, and minutes of meetings of the Board.

The President shall serve as advisor to the Chair of the Board and division officers on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber.

The President shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.

With assistance of the officers, the President shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

The President shall be responsible for hiring, discharging, directing and supervising all employees.

With the cooperation of the Treasurer, Committees and Advisory Boards, the President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The President shall also be responsible for all expenditures with approved budget allocation.

5.3 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 Chair of the Board, Immediate Past Chair of the Board, Chair-Elect of the Board, Vice Chairs of the Board, Treasurer, and the President. The Chair of the Board will serve as Chair of the Executive Committee.

5.4 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 §4.8 of these Bylaws.

5.5 Vacancies: In the event of an officer vacancy, 1) the Executive Committee shall by the next regular Board meeting, but in no event later than the second regular Board meeting, nominate one candidate for each vacancy; 2) the candidate's name shall be mailed to each Director prior to the next meeting, at which time the vacancy is to be filled; 3) the vote to fill the vacancy shall be placed on the agenda of the meeting; 4) at the meeting at which the filling of the vacancy is considered, nominations may be made from the floor; and, 5) a majority vote carries.

In the event of resignation or incapacity of the Chair of the Board, the immediate past Chair of the Board, or if necessary the Chair-Elect, shall assume the duties as Acting Chair until such time as the Board of Directors selects a new Chair for the unexpired term.

ARTICLE SIX: COMMITTEES AND DIVISIONS

6.1 Appointment and Authority: The Chair of the Board, by and with the approval of the Board of Directors, shall appoint all standing committees and committee leaders. The Chair of the Board may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber. Ad hoc committee appointments shall be at the will and pleasure of the Chair of the Board. All committees shall serve concurrent with the term of the appointing Chair of the Board, 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. .

6.2 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 of Directors.

Committees shall be discharged by the Chair of the Board 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.

6.3 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 designate as being familiar with the issue to give testimony to, or make presentations before, civic and governmental agencies.

6.4 Divisions and Affiliates: The Board of Directors may create such divisions, bureaus, departments, councils, affiliates, 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, affiliates, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, department, councils, affiliates, or subsidiary corporations, including collection and disbursement of funds.

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

The Board of Directors may enter into such agreements and contracts as it deems appropriate with other organizations and become affiliates thereof, to advance the purpose of the Denton Chamber of Commerce, including but not limited to economic development, government relations, convention and visitors business, festivals, and leadership development.

ARTICLE SEVEN: FINANCES

7.1 Funds: Except as hereafter provided, all money paid to the Chamber shall be placed in a general operating fund. Funds used for the current year's budget will be placed in a reserve account. The President may, upon approval by the Board of Directors, create such other funds as may be necessary to comply with contracts created in the Convention and Visitors Bureau and the Economic Development Offices and may, from time to time, set up such other funds or maintain such other funds, as may be necessary for the conduct of the Chamber business, and furtherance of its purposes. Also, the President may, with approval of the Board of Directors, maintain such other separate funds or manage such other funds, for affiliated Chamber organizations.

It is, nevertheless, specifically understood that the Chamber shall maintain only one general operating fund, unless otherwise authorized by the Board of Directors.

7.2 Disbursements: Upon approval of the budget, the 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 signed by two (2) individuals approved by the Board of Directors.

7.3 Fiscal Year: The fiscal year of the Chamber shall close on March 31.

7.4 Budget: Budget for separate funds maintained by the Chamber, such as the Convention and Visitors Bureau Fund, Economic Development Fund, and Leadership Denton Fund shall likewise be submitted to the Board of Directors for approval.

7.5 Annual Audit: The accounts of the Chamber of Commerce shall be audited annually as of the close of business on March 31 by a public accountant. The audit shall at all times be available to members of the organization within the offices of the Chamber.

7.6 Bonding: The 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 EIGHT: DISSOLUTION

8.1 Procedure: The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, 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 §501(c)(3).

ARTICLE NINE: PARLIAMENTARY AUTHORITY

9.1 Authority: The current edition of Roberts 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 Bylaws of the Chamber.

ARTICLE TEN: AMENDMENTS

10.1 Revisions: These Bylaws may be amended or altered by a two-thirds (2/3rds) vote of the Board of Directors, or by majority vote 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 ten (10) days in advance of the meeting at which they are to be acted upon.

Amended by vote of the membership March 29, 2001.
As amended by vote of the membership December 20, 2007.