

BYLAWS

Article I- General

Section 1- Name

This organization is incorporated under the laws of the State of Texas and shall be known as The Chamber for the Hurst Euless Bedford area ("The Chamber").

Section 2- Purpose

The Chamber's mission is to Advance Business and Strengthen Community by:

- a) providing opportunities and services to help businesses develop strategic partnerships (Success);
- b) Fostering a climate that supports business and workforce growth as well as retention (Growth);
- c) representing interests of the business community and promoting beneficial public policies (Voice); and
- d) maintaining a chamber that is recognized for its leadership and achievement (Excellence).

Section 3-Area

The service area of The Chamber shall encompass the cities of Hurst, Euless, Bedford and the jurisdiction of the Hurst Euless Bedford Independent School District and businesses and individuals invested in our community.

Section 4- Limitation of Methods

The Chamber shall observe all local, state and Federal laws which apply to a non-profit organization as defined in Section 501c6 of the Internal Revenue Code.

Article II- Membership

Section 1-Eligibility

Any legal entity (person, firm, association, corporation, partnership or foundation) having an interest in the objectives of The Chamber shall be eligible for membership and shall be referred to as a member ("Member").

Section 2- Election

Applications for membership shall be on forms for that purpose and submitted by the applicant and approved by a majority vote of the Board of Directors at a regularly scheduled meeting thereof.

Section 3- Investments

Membership investments shall be at such a rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable as prescribed by the Board.

Section 4- 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 for non-payment of dues after ninety (90) days from due date, unless otherwise extended for good cause;

- c) Any Member may be expelled by a two-thirds majority vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of The Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5- Voting

Each Member shall be entitled to cast one vote.

Section 6- Good Standing

For purposes of these Bylaws, a Member in good standing is defined as one who is current on membership dues and any other monetary commitments to The Chamber.

Section 7- Orientation

At regular intervals, orientation on the purposes and activities of The Chamber shall be conducted for the following groups: new directors, officers and directors, committee chairs, committees and new members.

Section 8- Honorary Membership

Distinction in public affairs or in other areas shall confer eligibility to honorary members. Honorary members shall be approved by a majority vote of the Board of Directors at a regularly scheduled meeting thereof and shall have all of the privileges of members, except the right to vote or serve on the Board of Directors and shall be exempt from payment of dues.

Section 9-Lifetime Membership

Any Member that reaches an amount of new dues income designated by the Board of Directors shall be awarded an individual lifetime membership in The Chamber with voting privileges.

Article III- Meetings of the Membership, Board and Committees

Section 1- Meeting of the Membership

- a) The annual meeting of the membership shall be held in August, September or October of each year. The time and place shall be fixed by the Board of Directors and notice thereof given to each member at least ten (10) days before said meeting.
- b) Regularly scheduled meetings of the membership will be held, or may be called by the Chairman of the Board at any time, or upon petition in writing of any thirty (30) members in good standing. Notice of special meetings shall be given to each member at least five (5) days prior to such meetings.

Section 2- Board Meetings

At least ten (10) Board meetings shall be held annually, or may be called by the Chairman 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 specially called meeting) shall be given to each director at least one (1) day

prior to said meeting.

Section 3- Executive Committee Meetings

Executive Committee Meetings shall be held monthly prior to the regularly scheduled Board meeting. Special meetings may be called by the Chairman of the Board at any time or upon request by three (3) members of the Executive Committee.

Section 4- Committee Meetings

Committee meetings may be called at any time by the Chairman of the Board, respective goal team/division chairmen or the committee's chair.

Section 5- Quorum(s)

- a) At any duly called meeting of The Chamber, thirty (30) members shall constitute a quorum.
- b) At any duly called meeting of the Board, one-half (1/2) of the currently serving directors shall constitute a quorum of the Board of Directors. All members of the Board, with the exception of the corporate guidance officer, shall have full voting rights.

Article IV- Board of Directors

Section 1- Composition of the Board

The Board of Directors shall be composed of the following:

- a) Up to twenty-four (24) elected members, up to eight (8) of whom shall be elected annually to serve three (3) year terms or until their successors are elected and have qualified.
- b) The State Representative, the State Senator and the County Commissioner who serve the majority of the HEB area.
- c) The Mayors from each of the cities of Hurst, Euless and Bedford.
- d) The Superintendent of the HEB ISD.
- e) The Executive Director of DFW Airport.
- f) The President of Tarrant County College – Northeast Campus.
- g) The County Judge of Tarrant County.
- h) The President & CEO of The Chamber.
- i) Any member of the Board of Directors whose term has been extended by such director being an officer.
- j) Up to five (5) members for one (1) year terms recommended by the Chairman of the Board and affirmed by the Board of Directors.

Section 2- Selection and Election of Directors:

- a) **Nominating Committee:** At the regular May Board Meeting, the Chairman shall appoint a Nominating Committee composed of the Chairman, Chairman-Elect, Immediate Past Chairman, a representative from the Board and a representative from the general membership. The Chairman of the Board shall serve as the committee chairman. Only members in good standing of The Chamber shall be eligible for membership to the Board.

No later than the August Board of Directors' meeting, the Nominating Committee shall present to the Board of Directors a slate of up to eight (8) candidates to serve three (3) year terms to

replace Directors whose regular terms are expiring. Each candidate must be a member in good standing and must have agreed to accept the responsibilities of directorship, including the specific duties assigned by the Chairman.

b) Term Limits

No Board member may be elected to consecutive three (3) year terms. At least one (1) year must separate each elected three (3) year term excepting that a Director's term may be extended annually if that Director is a Mayor or if that Director is serving as an Officer. Other than the elected Corporate Guidance Officer, the maximum term of any Director/Officer shall be nine (9) years excepting that a board member serving by virtue of their office or position, and is now no longer in such office or position, may be elected as a Director in an individual capacity.

c)

Publicity of Nominations: Upon approval of the slate by the Board of Directors of The Chamber, the President shall immediately notify the membership of the names of persons nominated as candidates for directors, and the right of petition. Should the Board not approve the recommended slate, the Nominating Committee shall meet again and submit another slate to the Directors at a special meeting of the Board within ten (10) days.

d)

Nominations by Petition: Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least fifteen (15) members of The Chamber. Such petition shall be filed with the Nominating Committee within ten (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 a legal 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 eight (8). Identification shall be made on the ballot to identify those candidates nominated by the Nominating Committee. The President shall notify all members at least fifteen (15) days before the August Membership Meeting. The ballots shall be returned to The Chamber office within ten (10) days. The membership shall at their regular August Membership Meeting declare the eight (8) candidates with the greatest number of votes elected. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of eight (8) candidates shall be elected by the membership at their August Membership Meeting.

e)

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

Section 3- Seating of New Directors

All newly elected Board members shall be seated at the regular November Board meeting and shall be participating members with voting privileges beginning in January. Retiring Directors shall continue to serve until January 1.

Section 4—Removal

Any member of the Board of Directors may be expelled based

on the good faith determination by the Board or a committee authorized by the Board to make such a determination, that the Board member has engaged in conduct unbecoming a Board member or prejudicial to the aims or reputation of The Chamber, after notice and opportunity for a hearing are afforded the Board member complained against. Action can be taken upon a majority vote of the Board of Directors then serving.

Section 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 the membership of the Board, unless confined by illness or otherwise decreed by a majority of those voting at any meeting.

Vacancies on the Board of Directors or among the officers shall be filled by the Board of Directors by a majority vote within ninety (90) days from the date such vacancy occurs.

Section 6—Management

The Board of Directors shall employ a President & CEO and shall set his or her salary and other considerations of employment.

Section 7- Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by The Chamber for any or all of its directors, former directors or employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors of The Chamber, except in relation to matters as to which such director shall be judged 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 predicted on the existence of such liability for negligence or misconduct.

Article V- Officers

Section 1- Determination of Officers

The Board of Directors at its regular September meeting, shall reorganize for the coming year. The Nominating Committee for directors shall also nominate officers each year. At this meeting, the Board shall elect the Chairman, Chairman Elect, and as many Goal Team/Division Chairs as deemed necessary to conduct activities of The Chamber, the Treasurer, Corporate Guidance Officer and up to three At Large Members. These officers will be elected from members of the Board. All officers shall serve a term of one (1) year or until their successors assume the duties of office, and they shall be voting members of the Board of Directors, with the exception of the Corporate Guidance Officer who shall be a non voting member.

Section 2- Duties of Officers

a) Chairman of the Board: The Chairman shall serve as the chief elected officer of The Chamber and shall preside at all meetings of the members, Board of Directors and Executive Committee.

The Chairman shall, with the advice and counsel of the President, assign Goal Team/Division chairmen to divisional or departmental responsibility, subject to Board of Directors' approval.

The Chairman shall, with advice and counsel of the Goal

Team/Division Chairmen and the President, determine all committees, select all committee chairs, assist in the selection of committee personnel, and shall be an ex-officio member of all committees.

b) Chairman-Elect: The Chairman Elect shall exercise the powers and authority and perform the duties of the Chamber in the absence or disability of the Chairman and shall serve as Parliamentarian at all meetings of the Members and the Board of Directors.

c) Goal Team/Division Chairmen: The duties of Goal Team/Division Chairmen 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 Chairman and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

d) Secretary/Treasurer: The Secretary/Treasurer shall cause to be prepared notices, agendas and minutes of Executive Committee and Board meetings, maintain the corporate records and 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 as approved by the Board of Directors. The Secretary/Treasurer shall cause a monthly financial report to be made to the Board.

e) The President & CEO: The President shall be the chief administrative and executive officer of The Chamber. The President shall be elected and employed by the Board of Directors which shall determine the President's compensation. With the assistance of the Goal Team/Division Chairmen, the President shall be responsible for administration of the program of work in accordance with policies and regulations of the Board of Directors. The President & CEO shall be responsible for hiring, discharging, directing and supervising all employees, including the appointment of staff members as vice presidents and managers. The President shall be responsible for the preparation of an operating budget covering all activities for The Chamber, subject to approval of the Board of Directors, and shall be responsible for all expenditures with approved budget allocation.

f) At Large Members: The duties of the At Large members shall be to attend and participate in the Executive Committee meetings as well as those duties that may be assigned by the Chairman and the Board of Directors.

g) Corporate Guidance Officer: The duties of the Corporate Guidance Officer shall be to attend the Executive Committee meetings and to provide guidance on legal issues.

Section 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 action. It shall be composed of the Chairman, Immediate Past Chairman, Chairman-Elect, Goal Team/Division Chairmen, Treasurer, Corporate Guidance Officer, At Large Members and President.

Section 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 Article IV, Section 7 of these Bylaws.

Article VI- Committees and Goal Team/Divisions

Section 1- Appointment and Authority

The Chairman and Goal Team/Division Chairmen shall appoint committees and committee chairs. The Chairman may appoint such ad hoc committees and their chairs as deemed necessary to carry out the program of The Chamber. Committee appointments shall be at the will and pleasure of the Chairman, unless a different term is approved by the Board of Directors.

Section 2- Limitation of Authority

No action by any member, committee, goal team/division, employee, director or officer shall be binding upon, or constitute an expression of policy of The Chamber until it shall have been approved or ratified by the Board of Directors.

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

Section 3- Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the Chairman of the Board or the President or their designated representative to give testimony to, or make presentation before civic and governmental agencies.

Section 4- Division

The Board may create such division, bureaus, departments or councils as it deems advisable to handle the work of The Chamber.

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

No action or resolution of any kind shall be taken by goal teams/divisions, bureaus, departments or councils having bearing upon or expressive of The Chamber, unless approved by the Board of Directors.

Articles VII- Finances

Section 1- Funds

All money paid to The Chamber, except those specified for special accounts, shall be placed in a general operating fund, or such other special accounts as the Board may from time to time authorize. The Chamber's accounting will follow generally accepted accounting principles.

Section 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. Disbursements shall be by check or credit card.

Section 3- Fiscal Year

The fiscal year of The Chamber shall be January 1 through December 31.

Section 4- Budget

As soon as possible after election of the new Board of Directors and Officers, the President shall compile a budget of estimated expenses for the coming year and submit it to the Board of Directors for approval at its November meeting.

Section 5- Annual Audit

The accounts of The Chamber shall be reviewed on an annual basis by a CPA firm. Every three years, a complete audit will be performed by a CPA firm. An Audit/Finance Committee appointed by the Chairman of the Board shall cause the audit review or complete audit to be performed in appropriate years and shall review and report the findings to the Executive Committee and Board. The audit shall at all times be available to members of the organization within the offices of The Chamber.

Section 6- Bonding

Any staff, officers and directors that the Board may designate may be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

Article VIII- Dissolution

Section 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 education, scientific or philanthropic organizations to be selected by the Board of Directors .

Article IX- Parliamentary

Section 1- Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with The Chamber Bylaws.

Article X- Amendments

Section 1- Revisions

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board at a duly constituted meeting or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board and/or the members in writing at least ten (10) days before the meeting at which they are to be acted upon. There shall be a legal review of these Bylaws by the corporate guidance officer at least every five (5) years.

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| Adopted: | October, 1980 | September 18, 2002 |
| Amended: | November 19, 1981 | April 20, 2005 |
| | July 21, 1982 | May 17, 2006 |
| | November 19, 1988 | January 24, 2007 |
| | February 19, 1991 | November 14, 2007 |
| | June 17, 1993 | November 14, 2012 |
| | July 19, 1995 | July 16, 2014 |
| | September 18, 1996 | May 17, 2017 |
| | August 20, 1997 | September 16, 2020 |
| | August 16, 2000 | February 24, 2021 |
| | May 15, 2002 | October 18, 2023 |

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