

**BYLAWS OF  
LONGVIEW CHAMBER OF COMMERCE**

**ARTICLE I**

**GENERAL**

**Section 1. Name.** The organization is incorporated under the laws of the State of Texas and shall be known as the Longview Chamber of Commerce, Inc.

**Section 2. Purpose.** The Longview Chamber of Commerce is organized to enhance economic growth of the Longview trade area, by focusing on education, promotion and development of the business community.

**Section 3. Principal Office.** The principal office to the corporation shall be located in the City of Longview, Texas. The corporation may have such other offices as the Board of Directors may determine.

**Section 4. Registered Office.** The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act (the "Act"). The registered office may be, but need not be; identical with the principal office in the State of Texas, and the registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

**Section 5. Limitation of Methods.** The Longview Chamber of Commerce, Inc., shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501 (c) (6) of the Internal Revenue Code.

**ARTICLE II**

**MEMBERS**

**Section 1. Eligibility.** Any individual, firm, corporation, partnership, association, organization, or estate of good standing and reputation and interested in the objectives of the Longview Chamber of Commerce, Inc., shall be eligible for membership.

**Section 2. Election to Membership.** All memberships shall be subject to the approval of the Board of Directors.

**Section 3. Membership Investments.** Membership investments shall be at such a rate or rates, schedule or formula as may from time to time be prescribed by the Board of Directors, payable in advance.

**Section 4. Representation Right to Vote.** Any member shall be entitled to allocate membership privileges to individuals within their organization on the basis of one (1) voting member for each unit equal to prevailing minimum corporate membership dues. However, no one firm shall hold more than five (5) memberships for voting purposes. Other non-voting members may be assigned by their employers to participate in Longview Chamber of Commerce functions.

**Section 5. Forfeiture of Membership.** Any member whose membership investment remain unpaid for a period of ninety days from due date shall be dropped from membership. The member shall be responsible for the payment of dues until the effective date of membership cancellation or forfeiture.

**Section 6. Membership on a Continuous Basis.** All memberships shall be on a continuous basis from year to year without renewal and shall automatically continue in force and effect until changed or cancelled by the member by filing written notice to the Longview Chamber of Commerce.

**Section 7. Resignation of Membership.** Any member may resign by submitting written notice of such resignation to the Longview Chamber of Commerce accompanied by full payment of all membership dues and other obligations that are due at the date of resignation.

### **ARTICLE III**

#### **MEETINGS**

**Section 1. Annual.** The annual membership meeting of the Longview Chamber of Commerce shall be held immediately after the first of the year.

**Section 2. Special.** The Board of Directors may provide for holding monthly, quarterly, or other such meetings of Longview Chamber of Commerce's membership as may be considered necessary or desirable.

**Section 3. Notice.** Notice of the annual meeting or any special membership meeting shall be electronically mailed to each member at least ten (10) days in advance of such meeting and no more than sixty (60) days in advance of such meeting.

**Section 4. Quorum.** Forty (40) members in good standing shall constitute a quorum at any membership meeting of the Longview Chamber of Commerce.

**Section 5. Resolutions.** No resolution shall be submitted to the membership except through the Board of Directors or the Executive Committee, acting in the Board's behalf.

**Section 6. Proxies** At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized representative. No proxy shall be valid after three (3) months from the date of execution.

## ARTICLE IV

### **DIRECTORS**

**Section 1. General Powers.** The business and affairs of the corporation shall be managed by its Board of Directors who may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws prohibited.

#### **Section 2. Number, Tenure and Qualification.**

- a. The Board of Directors of the Longview Chamber of Commerce shall be composed of 15 elected directors, five (5) of whom shall be elected annually to serve for a term of (3) three years or until their successors have been elected and qualified. Additionally, up to five (5) directors may be appointed for one year terms. Two of the appointments may be offered to elected officials, one appointed position is designated for a voting member of the LEDCO Board and the two remaining positions may be nominated by the Executive Committee and approved by the full Board of Directors. Appointed directors may serve no more than two consecutive one-year, appointed terms.
- b. A director elected to Chairman or Chairman-Elect of the Longview Chamber of Commerce will automatically serve on the Board for the term necessary to fulfill the office. The Immediate Past Chairman shall continue to serve as a member of the Board for one year following retirement as Chairman.
- c. The President/CEO shall serve as a non-voting member of the Board of Directors.
- d. An elected board member who has served continuously two (3) three year terms for three years is not eligible for re-election until the expiration of one year after the expiration of their last term as a Board member, except as in the fulfillment of terms of Chairman-Elect, Chairman, and Immediate Past Chairman.

#### **Section 3. Election of Directors.**

At the regular August Board meeting and at least thirty-five (35) days prior to the election, the Chairman shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of five (5) members. The composition of the Nominating Committee must include at least three (3) board members. The Chairman shall designate the chairman of the committee. No later than twenty days (20) before the election, the Nominating Committee shall present to the President/CEO a slate of candidates to serve three-year term to replace the directors whose regular terms are expiring. Each candidate must be an active member in good

standing and must have agreed to accept the responsibility of a directorship. Upon receipt of the report of the Nominating Committee, the President/CEO shall immediately notify the membership by electronic mail of the names of person nominated as candidates for directors and the right of petition.

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least 1/3 of the member businesses in good standing. 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 no petition is filed within the designated period, the nominating shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at the regular November Board meeting.

#### **Section 4. Removal and Vacancies.**

- a. Any director may be removed either for or without cause at any regular or special meeting of directors by the affirmative vote of a majority of the whole Board, if notice of the intention to act upon such matter shall have been given calling such meeting. If any vacancies occur in the Board of Directors caused by death, resignation, retirement, disqualification or removal from office of any director or by reason of an increase in the number of directors, a majority of the remaining then in office, even if less than a quorum, may choose new directors to fill any such vacancies. Automatic resignation from the Board of Directors shall result from any change in the qualifications defined in Section 2 of this Article III that would render the individual unqualified or from any change in job position either within the original member company or to another company member. However, the Board of Directors may waive such automatic resignation by an affirmative vote of the majority of directors present at the next regular meeting at which a quorum is present.
- b. Any elected or appointed director who shall be absent from three consecutive regular meetings of the Board, or from four meetings during the course of a calendar year, without an excuse deemed valid and so recorded by the Board, shall be automatically dropped from the Board and the Board shall thereupon proceed by a majority vote to fill the vacancy for the unexpired term.

**Section 5. Conflict of Interest.** Any director or officer having an interest or conflict in a transaction presented to the Board for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board prior to its acting on such transaction. Such disclosure shall include any relevant and material facts, known to such person, about the transaction which might reasonably be construed to be adverse to the Chamber's interest. The Board shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or

deliberations with respect to such contract or transaction, nor shall the director be counted in determining the quorum for the meeting or that portion of the meeting. The minutes of the meeting will, upon request, reflect that a disclosure was made, the action taken with respect to such disclosure, and, if applicable, the abstention from voting and the presence of a quorum.

**Section 5. Regular Meetings.** Regular meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, the Chairman-Elect, or any two directors. Notice of such meetings shall be provided to the members of the Board by mail, electronic mail, telephone, or such other means of communication as may be utilized to effectively notify members of the Board of Directors of such meeting.

**Section 6. Special Meetings.**

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman, the Chairman-Elect, or any two directors.

Notice of the time and place of any special meetings of the Board of Directors shall be given to each Director by four days' notice by mail, electronic mail, telephone, or such other means of communication as may be utilized to effectively notify members of the Board of Directors of such meeting. The notice ~~need~~ must to specify the purpose of the meeting.

**Section 8. Chairman and Quorum.** All meetings of the Board of Directors shall be presided over by the Chairman, if present, or if not present, by the Chairman-Elect, or if not present, by a Vice-Chairman designated by the Chairman. At all meetings of the Board of Directors the presence of the majority of the Board then serving shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

**Section 9. Information by Directors.** Any action required by law to be taken at a meeting of the Board of Directors may be taken without any meeting if consent is in writing, setting forth the action so taken, shall be signed by all of the directors.

**ARTICLE V**

**OFFICERS**

**Section 1. Number.** The officers of the corporation shall be elected or appointed by the Board of Directors and shall consist of a Chairman, Chairman-Elect, Chairman of Finance and as many Vice-Chairmen as deemed necessary to conduct the business of the organization, and the President/CEO. Any two or more offices may be held by the same person.

**Section 2. Election.** The Nominating Committee shall submit a slate of officers to the Board of Directors at its September/October meeting. The Board of Directors, at the September/October meeting, shall choose a Chairman, Chairman-Elect, Chairman of Finance and as many Vice-Chairman as deemed necessary to conduct the business of the organization.

**Section 3. Other Officers.** The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall be appointed for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

**Section 4. Tenure and Vacancies.** Each elected or appointed officer of the corporation shall hold office until December 31 of the year in which they were elected or appointed. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

**Section 5. President/CEO.** The President/CEO will serve as the Chief Executive Officer of the Longview Chamber of Commerce and is responsible to the Board of Directors. The President/CEO will oversee the general administrative duties including personnel selection, training and supervision; budget preparation and monitoring; the collection of funds and expenditure of funds up to \$5,000 without Board approval; maintaining appropriate fiscal and membership records; maintenance of the Longview Chamber of Commerce facility; the collection and maintenance of all minutes, records, documents and other materials appropriate to the functioning of the Longview Chamber of Commerce; and the development of data base systems to support these efforts. The President/CEO will provide for the development of an effective program to solicit and nurture Chamber members; will recruit, train and motivate an effective group of volunteers to accomplish the program; will encourage a positive spirit of service which promotes the Chamber and the community; will serve as an interface between the various civic and governmental entities within the community; and will cooperatively work with the Longview Economic Development Corporation to promote the various economic development activities of the region. The President/CEO will oversee the various divisions of the Longview Chamber of Commerce. The President/CEO will be a non-voting member of the Board of Directors and the Executive Committee.

**Section 6. Chairman.** The Chairman shall preside at all meetings of the Board of Directors and the membership and will serve as Chairman of the Executive Committee. The Chairman shall perform all duties incident to this office and recommend such action as deemed necessary to increase the efficiency and usefulness of the Longview Chamber of Commerce. The Chairman shall have authority to sign all contracts, notes, or other obligations of the Longview Chamber of Commerce, and to execute deeds, mortgages or deeds of trust when so authorized by the Board of Directors. The Chairman shall be an ex-officio member of all committees.

**Section 7. Chairman-Elect.** The Chairman-Elect shall preside over all meetings of the Board of Directors, Executive Committee and membership in the absence of the Chairman, and shall execute special assignments made by the Chairman. The Chairman-Elect shall be a member of the Executive Committee.

**Section 8. Vice-Chairman.** The Vice-Chairman shall be responsible for whatever duties and assignments given by the Chairman. The Vice-Chairman shall be members of the Executive Committee.

**Section 9. Chairman of Finance.** The Chairman of Finance shall present the monthly financial statements for the Board of Directors and maintain a running report on the financial condition of the organization throughout the fiscal year. The Chairman of Finance shall be a member of the Executive Committee.

## ARTICLE VI

### **EXECUTIVE COMMITTEE**

**Section 1. Structure.** The Executive Committee shall be composed of the Chairman, Chairman-Elect, Immediate Past Chairman, Vice-Chairman, Chairman of Finance and the President/CEO.

**Section 2. Authority and Duties.** The Executive Committee shall be available on the call of the Chairman to assist and advise the Chairman and it shall be vested with the powers of authority as are delegated to it by the Board of Directors. The Executive Committee may act for the Board of Directors when the Board is not in session, but it shall be accountable to the Board of any action taken. A vote or action item of the Executive Committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by a majority of the Executive Committee members. Provided, however, the Executive Committee shall not take any action related to termination of the President/CEO without a meeting, and such action shall not be effective until it is approved by the Board of Directors at a regular or special meeting of the Board called in accordance with these Bylaws.

**Section 3. President/CEO File.** The Executive Committee shall establish and maintain a permanent employment file for the President/CEO. The Executive Committee, at least one time per calendar year, will conduct a performance evaluation. The Executive Committee will also conduct a salary review of the President/CEO on an annual basis. The formal and official performance evaluation and salary review of the President/CEO will be placed in a permanent employment file. Any and all actions by the President/CEO involving job performance shall become part of the permanent file.

## ARTICLE VII

### **DIVISIONS AND COMMITTEES**

**Section 1. Divisions.** The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Longview Chamber of Commerce. Such divisions, bureaus, departments, councils or subsidiary corporations include, but are not limited to, ~~the chamber of commerce division~~, downtown

development division including 100 Acres of Heritage/Main Street, Inc. and convention and visitors division. Any Chairman, President/CEO, or other volunteer leader of these groups must maintain membership in good standing of the Longview Chamber of Commerce.

**Section 2. Standing Committees.** Regular standing committees, not having and exercising the authority of the Board of Directors in the management of the corporation, and the duties of each shall be as determined by resolution of the Board of Directors, from time to time. The Chairman and members of each standing committee shall be appointed by the Executive Committee.

**Section 3. Special Committees.** Special committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed and their duties fixed by the Executive Committee and/or Board of Directors as special problems and activities may require.

**Section 4. Committee Rules.** A majority of all the members of the Executive, a standing or special committee may fix its rules of procedure, determine its action and fix the time and place of its meetings and specify what notice thereof, if any, shall be given, unless the Board of Directors shall provide otherwise by resolution. The Board of Directors shall have power to change the membership of any such committee at any time, to fill vacancies therein and to disband any such committee, either with or without cause, at any time. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. Unless, otherwise provided in the resolution creating any committee, the Chairman shall be an ex-officio member of all committees established pursuant to Article VI of these Bylaws.

**Section 5. Limitation of Authority.** No action by any member, committee, division, task force, employee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of the Longview Chamber of Commerce until it shall have been approved or ratified by the Board of Directors or Executive Committee, acting in the Board's behalf. Committees and task forces must consult with the President/CEO before expending or committing to expend funds.

**Section 6. Committee Funds.** Money Raising or self-funding events planned during the year by committees must have prior approval of the Board of Directors. All funds collected and expended for such events must be deposited/paid by the Chamber. Committee fund balances are treated as restricted or unrestricted assets of the Chamber and are not the property of individual committees.

## ARTICLE VIII

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Deposits.** All money paid to the Chamber shall be placed in a general operating



fund at such banks, trust companies or other depositories as the Board of Directors may select, except that money subscribed or contributed for a special purpose shall be placed in a separate account for such purpose.

**Section 3. Checks, Drafts, Etc.** Upon approval of the budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval.

**Section 3. Loans and Leases.** No loans and leases shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by general or specific resolution of the Board of Directors.

**Section 4. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 5. Audit.** The accounts of the Longview Chamber of Commerce shall be audited annually. The account of OHAOH shall be included in the annual audit.

**Section 6. Fiscal Year.** The fiscal year of the corporation shall be the calendar year.

**Section 7. Bonding.** The Executive Committee 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 IX

### **GENERAL PROVISIONS**

**Section 1. Seal.** The corporate seal shall be in such form as shall be adopted and approved from time to time by the Board. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

**Section 2. Indemnification.** The Longview Chamber of Commerce 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 proceedings, in which they or any of them are made parties or a party, by reason of having been directors of the Longview Chamber of Commerce, except in relation to matters as to which such directors shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## **ARTICLE X**

### **PARLIAMENTARY PROCEDURE**

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 Bylaws or Articles of Incorporation.

## **ARTICLE XI**

### **DISSOLUTION**

The Longview Chamber of Commerce shall use its funds only to accomplish the objectives and purpose specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Longview Chamber of Commerce. On dissolution of the Longview Chamber of Commerce, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 (c)(3).

## ARTICLE XII

### AMENDMENTS

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted at any meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the directors present at such meeting or at any meeting of members entitled to vote thereon at which a quorum is present by the affirmative vote of a majority of the members present at such meeting.

Amended

Thursday, November 21, 1996, by the Board of Directors of the Longview Partnership

Amended

Thursday, November 20, 1997, by the Board of Directors of the Longview Partnership

Amended

Thursday, August 19, 2004 by the Board of Directors of the Longview Partnership

Amended

Thursday, May 18, 2005, by the Board of Directors of the Longview Partnership

Amended

Thursday, January 10, 2008, by the Board of Directors of the Longview Partnership

Amended,

Thursday, March 24, 2011, by the Board of Directors of the Longview Chamber of Commerce

Amended,

Thursday, October 20, 2011, by the Board of Directors of the Longview Chamber of Commerce

Longview Chamber of Commerce, Inc.



By:

P. Anne Hugman

Its: Chairman of the Board