

**BYLAWS
OF
VAN AREA CHAMBER OF COMMERCE**

ARTICLE I.

NAME

Section 1.

The official name of this organization shall be **VAN AREA CHAMBER OF COMMERCE** (a non-profit Texas organization with headquarters in the City of Van, Van Zandt County, Texas.)

Section 2.

The Van Area Chamber of Commerce shall be non-political and non-sectarian and it shall not take part in securing any public office for any person.

ARTICLE II.

PURPOSE

The purpose and aim of the Van Area Chamber of Commerce shall be the advancement of the commercial, industrial, agricultural, civic and cultural interests of the City of Van, Texas and its surrounding community and trade areas.

ARTICLE III.

MEMBERSHIP

Section 1.

Membership in the Van Area Chamber of Commerce shall be open and available upon application to all individuals, firms, companies, corporations, and associates of good reputation that may be interested in the business and civic welfare of Van, Texas and its surrounding community.

Section 2.

- A. Any member may resign from the Chamber by oral or written notice.
- B. Any member may be suspended for cause at any time by the Board of Directors.

ARTICLE IV.

DUES

- A. Dues shall be determined by the Board of Directors prior to the December meeting and if passed, shall be in effect through the following fiscal year.
- B. Dues shall be payable yearly.

ARTICLE V.

MEETINGS

Meetings of the Van Area Chamber of Commerce Board of Directors, shall be held monthly at a time and place to be determined by the Board. General Meetings will be held quarterly and shall be held at a time and place to be determined by the Board of Directors. Members present at any meeting that constitute a quorum shall transact business, and a majority vote of those present and voting shall govern. The President may cast a vote only in case of a tie.

ARTICLE VI.

BOARD OF DIRECTORS

Section 1.

Membership and Terms of Office

The Board of Directors shall be composed of a minimum of nine (9) Directors who shall be elected by a majority vote of the general Chamber membership. There shall be staggered terms of office for Directors so as to maintain experienced members on the Board at all times. The system of staggered terms of office shall be implemented as follows:

- A. At the annual December 2012 meeting of the general Chamber, there shall be a drawing among the nine (9) Directors so elected at that meeting to determine the initial terms of office of the Directors. Five(5) Directors shall serve terms of (2) years and four (4) Directors shall serve initial terms of three (3) years. The minutes of the general Chamber meeting shall reflect the Results of the drawing.

At the end of the two (2) years, in December 2014, an election shall be held yearly thereafter at the December annual meeting of the general Chamber to elect Directors to replace, or re-elect, those whose terms have expired. Those Directors so elected shall serve two year terms.

At the annual December meeting of 2015, the general Chamber membership shall elect four(4) Directors to replace, or re-elect, those who had initial terms of three (3) years, and those so elected shall now serve two year terms.

Thereafter, all Directors shall serve terms of two years.

- B. In the event such elections cannot be held at the annual December meeting, Elections shall be held at the next general Chamber meeting.
- C. No Director shall be limited in the number of terms of office he/she may hold.

Section 2. **Community Representation**

No person shall be denied a position on the Board on the basis of race, creed, sex, religion, or national origin. The Board of Directors should include a desired representation from all facets of the community (such as oil museum, city government, churches business owners, civic groups, etc.), if possible.

Section 3. **Qualifications**

A Director shall be a member of the Chamber in good standing and be a resident of the City of Van, Van ISD area or its immediate business territory.

Section 4. **Attendance**

Directors and Officers shall be required to attend the meetings of the Board of Directors. Should a Director or Officer fail to attend said meetings three consecutive times after due notice thereof by the Secretary and unless excused by the Board, he/she shall thereby automatically forfeit the position of Director or Officer and cause a vacancy to exist on the Board of Directors.

Section 5. **Filling Vacancies**

The Board of Directors shall, by majority vote of those present and voting, fill any vacancy occurring on the Board between elections, and the Director or Officer filling the vacancy shall serve for the remainder of the term of the position vacated. Vacancies shall be filled as soon as practical. Any Board member may make nominations to fill vacancies.

Section 6. **Setting Meetings and Establishing a Quorum**

The Board of Directors shall determine the time and place of the Board's monthly meetings. Members present at any meeting that constitute a quorum may transact business, and a majority vote of those present and voting shall govern. A quorum shall be a majority of the members of the Board of Directors. The President may cast a vote only in case of a tie. Special meetings of the Board may be called by the President at such times as circumstances may warrant, except those meetings as may be necessary to fill a vacancy of an Officer or Director of the Board. Notice of such Special meeting shall be given by the Secretary at least three (3) business days prior to said meeting, and notification shall be delivered by the best method to reach all persons involved.

Section 7.

The Board of Directors shall:

- A. Maintain general supervision of the business and affairs of the Chamber.
- B. Formulate Policy.
- C. Resolve problems submitted to it.
- D. Outline major objectives of the Chamber/
- E. Approve in advance all major projects and each project budget.
- F. Approve Chamber budget.
- G. Promulgate such administrative procedures as may be necessary or advisable to ensure the orderly operation of the Chamber.
- H. Approve employment of personnel; establish attendance salaries and wages.
- I. Approve all funds disbursed by the Chamber. (See Article IX)
- J. Select by majority vote all Committee Chairs, both standing and special.
- K. Select by majority vote a slate of Officers and Directors to be presented every two years for consideration at the December meeting or alternate meeting as described in Section 1 hereof.
- L. Perform such other functions as may be necessary or advisable in the successful guidance of the business and affairs of the Chamber.

ARTICLE VII.

OFFICERS

Section 1.

The officers of the Van Area Chamber of Commerce shall be:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer

Section 2.

An officer shall be a member of the Chamber in good standing and shall be a resident of the City of Van, Van ISD area, or its immediate business territory.

Section 3.

Officers shall be elected by the members from their own number by majority vote of the Chamber general membership present at its December meeting. In the event such election cannot be held at the December meeting, the election shall be held at the next general Chamber meeting. Term of office for an Officer shall be for two (2) years after which an Officer may be re-elected. Officers shall serve on the Board of Directors but shall not be counted among its Directors for election purposes. Vacancies shall be filled by the Board of Directors. (see Article X)

ARTICLE VIII.

DUTIES OF OFFICERS

Section 1.

PRESIDENT

- A. The President shall be the executive officer of the Chamber and shall have general supervision of the business and affairs of the Chamber.
- B. With consent and approval of the Board of Directors, the President may employ and dismiss personnel.
- C. The President shall preside at all Chamber and Board meetings.
- D. The President shall sign all official papers, instruments, and documents for the Chamber, with the attest of the Secretary, and supported by the proper resolution when required by law or custom.
- E. The President shall obtain permission from the Board before planning any event involving the Chamber.
- F. The President shall countersign all checks and drafts issued in the course of Chamber business and shall adhere strictly to the provisions of these Bylaws as they pertain to the budget and disbursement of funds.
- G. The President shall supply the leadership required to meet the responsibility of the office of President.
- H. The President shall report to the Board of Directors and to the Chamber at their respective meetings on the status of projects, pending and working, and on the general condition of affairs, together with such recommendations as his or her best judgment dictates.
- I. In general, the President shall perform all duties commonly incident to the office of the President and such other and special duties as may be prescribed by the Board of Directors or required by law.

Section 2.

VICE PRESIDENT

- A. In the absence of the President at any official function (board meetings, monthly meetings, ribbon cuttings, etc.) the Vice President shall take the leadership role.
- B. The Vice President shall attend all meetings and provide assistance and insight as needed.
- C. The Vice President shall act as a key ambassador of the Chamber in the absence of the President.
- D. The Vice President shall act as Parliamentarian and Program Chair, and shall obtain approval from the Board for all proposed projects and events.

Section 3.

TREASURER

- A. The Treasurer shall have charge and custody of, and be responsible for all monies, funds and securities of the Chamber..
- B. The Treasurer shall receive and give receipts for all funds paid to the Chamber from any and all sources and shall deposit all such funds in the name of the designated by the Board of Directors..
- C. The Treasurer shall sign all checks and drafts drawn on the funds of the Chamber and shall obtain the co-signature of the President or Secretary
- D. The Treasurer shall present to the Board of Directors at regular monthly meetings and to the Chamber at regular annual meetings, and at special or called meetings of each group, a statement of receipts, disbursements and cash on hand in general and special funds; such a report shall include an itemized report of all income items and expense items for the month, including a detailed accounting of each project budget.
- E. The Treasurer shall pay all bills and accounts promptly when due, upon approval by and order of the Board of Directors.
- F. The Treasurer shall keep up with any funds that may be expended by using the Debit Bank Card (retained in the Chamber office) and funds that may be obtained by using the 'Square Reader' and recording each in the Chamber check book.
- G. In general, the Treasurer shall perform all duties commonly incident to the office of the Treasurer, and such other duties as may be prescribed by the Board of Directors..
- H. The Treasurer shall ensure that disbursement are made in accordance with Article IX herein..

Section 4.

SECRETARY

- A. The Secretary shall keep the minutes of all meetings of the Board of Directors and all meetings of the Chamber and provide Agendas for each.
- B. The Secretary shall see that all notices that may be necessary are duly and timely issued, including called, special and schedule meetings of the Board, general Chamber meetings, and all Chamber events..
- C. The Secretary shall keep all books and records necessary in connection with the business of the Chamber, including current record of addresses and telephone number of the Chamber..
- D. In general, perform all duties incident to the office of Secretary, and such other duties as may be prescribed by the President or the Board.
- E. The absence of the Treasurer or in event of his/her inability to act, the Secretary shall act and sign as Assistant Treasurer with the same powers and responsibilities of the office of the Treasurer.

ARTICLE IX.

DISBURSEMENTS AND AUDITS

- Section 1.** No disbursements of funds of the Chamber over one hundred (\$100.00) dollars will be made unless approved and ordered by the Board of Directors. (An exception to this may be made by the Board to the Chairman of the project provided the amount does not exceed the approved project budget.) All disbursement shall be made by check which shall be signed by the Treasurer and co-signed by the President.
- Section 2.** Disbursements for projects shall be limited to amounts budgeted, unless prior approval has been obtained from the Board.
- Section 3.** The Board of Directors through resolution may extend check-writing approval to other Chamber of Commerce officers (s).
- Section 4.** The Board of Directors shall elect an Audit Committee consisting of three(3) persons two from the Board of Directors and one member from the Chamber general membership. The audit shall be done at the end of each fiscal year.

ARTICLE X.

VACANCIES IN OFFICE

Any Officer or Director vacancy occurring on the Board of Directors between elections shall be filled by the Board of Directors. Each member elected by the Board of Directors shall serve the remainder of the term of the position vacated.

ARTICLE XL.

GRATUITOUS SERVICE

All directors, all officers and all members of committees shall serve without pay, but may be reimbursed for necessary and actual expense incurred in pursuit of Chamber business when authorized by the President and Board of Directors.

ARTICLE XII

PARLIAMENTARY PROCEDURE

In all meetings of the Chamber, Board of Directors and committees, the proceedings shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

ARTICLE XIII.

AMENDMENT OF BY LAWS

Bylaws may be amended or repealed and new Bylaws may be adopted by a two-thirds vote of the members present at any monthly or special meeting of the Chamber called for the purpose of amending, repealing, or adopting new Bylaws. Any proposed amendments, repeals, or adoption of new Bylaws shall be submitted to the Secretary in writing at least one week prior to being placed on a meeting agenda for consideration. Notice of such meeting to amend or repeal current Bylaws or adopt new Bylaws shall be posted by the Secretary on the public bulletin board at Van Area Chamber of Commerce at least 72 hours prior to the Chamber meeting.

ARTICLE XIV.

EXPLANATION OF TERMS

The term 'Chamber' as mentioned herein shall mean the Van Area Chamber of Commerce. The term 'Board' shall mean the Board of Directors.

ARTICLE XV.

FISCAL YEAR

The fiscal year for the Van Area Chamber of Commerce will be the calendar year January 1 to December 31.

CERTIFICATION

I hereby certify that these Bylaws were adopted by the Van Area Chamber of Commerce, Van Texas at its meeting held on **December 12, 2017**.



Patricia Valentine, President & Acting Secretary