

Copperas Cove Chamber of Commerce



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 Copperas Cove Chamber of Commerce, hereafter referred to as the Chamber.

SECTION 2: PURPOSE

The Chamber is organized to advance the general welfare and prosperity of the Copperas Cove area so that Chamber Members and all areas of its business community shall prosper. All necessary means of promotion shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

SECTION 3: LIMITATION OF METHODS

The Chamber shall observe all local, state, and federal laws which apply to non-profit organizations as defined in section 501 (c) (6) of the internal revenue code.

ARTICLE II

MEMBERSHIP

SECTION 1: ELIGIBILITY

The Copperas Cove Area Chamber of Commerce shall be composed of active members and honorary members. Any person, firm, association, corporation, partnership, or estate having an interest in the purpose of the organization such as commercial industrial, agricultural, professional, tourist and civic progress of the Copperas Cove Area shall be eligible to apply for membership. Members from outside the primary service area must realize that the focus of the Chamber activities may not include their location.

Limitation of individual memberships: No person who owns, manages, or is a major decision maker for a business may be an individual member of the Copperas Cove Chamber of Commerce unless that business is also a member.

SECTION 2: MEMBERSHIP APPROVAL

Applications for membership shall be in writing on forms provided by the Chamber for that purpose and signed by the applicant or the applicant's designee. Any applicant shall become a member upon payment of the specified annual dues.

SECTION 3: DUES

Dues shall be at such rate, schedule, or formula prescribed by the Board of Directors and shall be payable annually.

SECTION 4: INVESTMENTS

Investments must be reviewed by a committee at least once a year. At such time as necessary, the Board of Directors may increase the amount of the investment with a 2/3 vote of the Board of Directors.

For the purpose of these Bylaws the terms Dues and Investment are used interchangeably. These terms refer to the annual dues paid by Members and any additional monies a Member wishes to contribute to the Chamber over and above the annual dues.

SECTION 5: TERMINATION

Any Member:

- A. Shall be expelled by the Board of Directors by a two-thirds vote for non-payment of dues or other financial obligations owed to the Chamber, after 90 days from the date due, unless otherwise extended by good grace:
- B. May be expelled for conduct unbecoming a member or for actions prejudicial to the air or repute of the Chamber providing:
 - a. The member is given at least 10 days' notice and an opportunity for a hearing.
 - b. The Board of Directors by two-thirds vote agrees to expel the member in a regularly scheduled meeting.

SECTION 6: VOTING

In any proceeding in which voting by members is called, each member person shall be entitled to one vote by mail or email whichever the voting member chooses and each member firm, association, corporation, partnership, or estate shall be entitled to a number of votes determined by the amount of investment paid, not to exceed five votes. (See Policy and Procedures Manual for value of vote)

SECTION 7: TYPES OF MEMBERSHIP

BUSINESS MEMBERS: Business members shall be legally established businesses, individual (self-employed), corporations, or partnerships who are (1) actively engaged in conducting a business enterprise in the Copperas Cove Area Chamber of Commerce's primary service area, the Killeen/Fort Hood area, or any other area whose interest shall be enhanced by membership in our local Chamber (2) who are in sympathy with the purposes of the Copperas Cove Chamber of Commerce (3) who will agree to abide by the by-laws, and (4) have paid all current dues for the year in which they desire to be listed as members. These shall be deemed business members with full rights and privileges, including the right of their representative to vote and serve as a director, if so elected.

ASSOCIATE MEMBERS: There are (3) three types of Associate Members and each may be considered separately when setting dues obligations, Associate Members shall be deemed members with full rights and privileges including the right to serve as a director or officer if so elected. They shall be entitled to service and vote within appointed committees.

1. **Service Organizations:** Non-profit associations, clubs, churches, or societies who are not directly engaged in a business enterprise of any nature who are individually or collectively interested in working with the Chamber of Commerce, and its purposes.
2. **Business Associate:** Individuals who work as an employee or independent contractor, under the umbrella of a business (e.g., insurance or real estate salesperson or other licensed professional).
3. **Individual:** Those individuals who are not engaged in business, but desire to dedicate some of their energies toward the betterment of the Copperas Cove Chamber

SECTION 8 EXERCISE OF PRIVILEGES

Each member firm, association, corporation, partnership, or estate may designate a number of individuals, whom the holder desires to exercise the privileges of membership to include voting, equal to the number of votes to which it is entitled and shall have the right to change its designated individuals upon written notice.

SECTION 9: ORIENTATION

The Chamber President or designee shall meet with new members within 30 days of paid dues and provide each new member with the Chamber Handbook that outlines the Chamber's policies, procedures, and activities.

SECTION 10: HONORARY MEMBERSHIP

Any person or business may be given a complimentary, honorary membership in the Chamber as a reward for public distinction and meritorious service to the Chamber. Honorary members shall have all the privileges of members except the right to vote or hold office and shall be exempt from payment of dues during the period of their honorary membership. The Board of Directors shall confer or revoke an honorary membership by a majority vote. Revocation will comply with procedures outlined in Section 4, Termination.

ARTICLE III

MEETINGS

SECTION 1: ANNUAL MEETINGS

The Annual Meeting of the Chamber, in compliance with state law, shall be held during the month of January or no later than the first Saturday of February of each year. The time and place shall be determined by the Board of Directors and notice thereof mailed or emailed to each member at least ten (10) days before said meeting. The annual meeting shall be a dinner meeting unless decided otherwise by a majority vote of the Board of Directors.

SECTION 2: ADDITIONAL MEETINGS

The Chairman of the Board may call a general or special meeting of the Chamber at any time the Board of Directors deems it desirable. A special meeting shall also be called upon the request of the President or upon the request of at least nine (9) members of the Board of Directors, or upon written petition of 10% of members in good standing. The time and place of such special meeting shall be fixed by the Board of Directors no later than thirty (30) days after receipt of such petition. Notice of general and special meetings must be given at least ten (10) days in

advance unless otherwise stated. For general and special meetings, the agenda will accompany the notification. For the Board of Directors meetings, the agenda will be available or emailed.

1. At all special meetings called for a specific purpose, only such business as the meeting was called to consider shall be discussed and acted upon.
2. A resolution offered at any meeting must be in writing, copies of which shall be provided to the Executive Committee prior to the meeting. No member shall read or offer for action any communication or resolution without first making a general statement of subject matter thereof.

SECTION 3: QUORUMS

At any duly called general or special meeting of the Chamber, ten (10) percent of members in good standing shall constitute a quorum. A majority of Directors present shall constitute a quorum of the Board of Directors. At committee meetings, a majority shall constitute a quorum except that when a committee consists of more than nine members, five shall constitute a quorum.

SECTION 4: BOARD OF DIRECTORS AND COMMITTEE CHAIRMAN MEETINGS

The regular Board of Directors meeting will be conducted on the third Wednesday of each month at a time and location specified by the Chamber President. Each Committee Chairman, or their representative, will give an update and status report of their committee's activities and on-going and planned programs as needed. The agenda will be emailed to each director prior to the meeting and will be available to other personnel at the start of the meeting. Minutes will be recorded by the Board Secretary and made available at the next meeting for approval. The agenda and minutes will be prepared five (5) days prior to the meeting in accordance with the Policy and Procedure Manual.

SECTION 5: NOTICES AND AGENDAS

Written notice of all general meetings of the Chamber (when official action is required by membership) shall be mailed, emailed or faxed to each member at least five (5) days in advance of the meeting. Such notice shall indicate an outline for the agenda of the meeting. If the meeting is for the purpose of networking, a statement of that fact shall be considered sufficient.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1: MEMBERSHIP

The Board of Directors shall be composed of twelve members, five (5) of whom shall be elected annually on the even years to serve for three (3) years, and the other seven (7) on the odd years to serve for three years. Directors may serve no more than three (3) consecutive three (3) year terms. The Immediate Past Chairman of the Board shall be a voting member of the Board of Directors and could cause the membership of the Board to be thirteen members.

Replacement Board Members who are appointed to fulfill an unexpired term will be eligible for election to the Board for three (3) additional terms following that unexpired term.

The Board of Directors may also contain non-voting Ex Officio Directors as designated by the Chairman of the Board and approved by the majority of the Board. An Ex Officio Director will serve a one-year term coincident to a regular director's term, and renewable as the Board of Directors desires.

SECTION 2: RESPONSIBILITIES

- A. **GENERAL.** The Government and Policy-Making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

- B. **POLICY.** The Board of Directors is responsible for establishing procedures and adopting policies of the Chamber. These policies shall be maintained in a policy and procedures manual, to be reviewed annually and revised as necessary. To authorize the program of work and provide general direction for the Chamber. To ensure that actions and decisions are consistent with mission and goal statements. Members shall demonstrate an understanding of, and actively seek to implement the mission and goals of the Chamber. To ensure that committees are in place and actively functioning to accomplish the mission and goals of the Chamber.

- C. **MANAGEMENT.** The Board of Directors shall employ a Chamber President and shall fix the salary and other considerations of employment. To provide general fiscal oversight of the Chamber on not less than an annual basis. To establish a general budget and methods of raising income to ensure responsible leadership and to promote the general welfare of the Chamber. To understand the Chamber's budget, budget process and financial situation. To assist committees in budgeting expenses and generating income. Each Board member shall be asked to select and participate in one of the Administrative Committees.

SECTION 3: ELECTIONS

- A. **NOMINATING COMMITTEE.** At the regular August board meeting the Chairman of the Board shall direct the formation of the Nomination Committee which shall consist of five members, including the Immediate Past Chairman, who shall serve as the Chairman of the committee; the Chamber President; one board member; and two general members. The nominating committee shall meet not later than September 15 and nominate, from the members of the Chamber, names to fill the vacancies on the Board of Directors plus two additional names for a total of seven names. This list of nominations shall be filed with the Chamber President not later than October 15. Each candidate must be willing to be an active member in good standing and must have agreed to accept the responsibility of a Director if elected.

- B. **PUBLICITY OF NOMINATIONS.** Upon receipt of the report of the nominating committee, the Chamber President shall immediately notify the membership by mail or

email of the names of persons nominated as candidates for Director and the right of petition.

- C. **NOMINATIONS BY PETITION.** Additional names of candidates for Director can be nominated by petition bearing the genuine signatures of at least ten (10) percent of qualified members of the Chamber. Such petition shall be filed with the nominating committee within 10 calendar days after notice has been given of the names of those nominated. The determination of the nomination committee as to the legality of the petition shall be final.
- D. **DETERMINATION.** If no petition is filed within the designated period, the nominations shall be closed, and the ballot shall be prepared and mailed or emailed to all members of the Chamber for voting by November 1. Names of all candidates shall be arranged on the Ballot in alphabetical order. Instructions will be to vote for five candidates in odd years and four in even years per section 1. A designated deadline of not more than ten (10) calendar days shall be included in the mailing of the ballot, allowing ample time for votes to be counted and the newly elected Directors to be seated at the regular December Board of Directors meeting.

SECTION 4: SEATING OF NEW DIRECTORS

All newly elected Directors shall be seated at the regular December Board of Directors meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the end of the Program Year (December 31).

SECTION 5: VACANCIES

A Director who shall be absent from three consecutive regular meetings of the Board of Directors shall be dropped automatically from the Board of Directors, unless confined by illness or other absence approved by the majority vote of those voting at any meeting thereof. The Chairman of the Board shall notify the dropped Director of his/her status. The Board of Directors shall fill vacancies on the Board by appointment for the un-expired term. Appointed Directors may be eligible for Directorship in the next election and are eligible to serve three (3) consecutive three (3) year terms.

SECTION 6: 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, except in relation to matters as to which such Director shall be adjudged in such action, suit or proceedings 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 V

OFFICERS

SECTION 1: ELECTION OF OFFICERS

The Board of Directors at its regular December meeting shall be reorganized for the coming year. At this meeting, the Board of Directors shall elect the Chairman Elect and Secretary. The Chairman Elect from the previous year will automatically take office as Chairman of the Board with the beginning of the new Program Year (January 1). Each officer shall be designated to serve a one-year term before moving to the next succeeding office. Officers will be exempt from the annual election of directors during their cycle through the succeeding offices. The Nominating Committee shall prepare a slate of candidates. This slate will be made available to each Director at least 24 hours prior to the regular December Board of Directors meeting.

SECTION 2: DUTIES OF OFFICERS

A. CHAIRMAN OF THE BOARD

The Chairman of the Board shall:

- a. Serve as the chief elected officer of the Chamber and preside at all meetings of the membership, Board of Directors, and Executive Committee.
- b. With the advice and counsel of the Chamber President, assign duties to the Chairman Elect subject to the approval of the Board of Directors.
- c. With the advice and counsel of the Chairman Elect, and the Chamber President, appoint all committee chairmen and assist in the selection of committee members subject to the approval of the Board of Directors.
- d. The Chairman of the Board may, with the advice, counsel, and approval of the Board of Directors, appoint non-voting Ex Officio Directors to the Board of Directors for the period of one year (e.g.: Mayor, City Manager, County Judge, Superintendent of Schools).

B. CHAIRMAN ELECT

The Chairman Elect shall:

- a. Exercise the powers and authority and perform the duties of the Chairman of the Board in the absence or disability of the Chairman of the Board.
- b. Be responsible for determining that the program activities of the Chamber are of such duration as is required and that the activities of the Chamber are directed toward achieving business and community needs.
- c. Coordinate with and advise all special event committees.
- d. Serve as Chairman of the Budget Committee.
- e. Perform all other duties assigned by the Chairman of the Board and the Board of Directors.

C. SECRETARY

The Secretary shall:

- a. Keep and prepare minutes of the meetings of the Board of Directors and present minutes to the Board of Directors.

D. CHAMBER PRESIDENT

The Chamber President shall:

- a. Be the Chief Administrative and Executive Officer.

- b. Serve as advisor to the Chairman of the Board.
- c. Assemble information and data and cause to be prepared special reports as directed by the program of the Chamber.
- d. Be a non-voting member of the Board of Directors, the Executive Committee, and all other committees.
- e. With the assistance of the Chairman Elect, be responsible for administration of the program of work in accordance with the policies of the Board of Directors.
- f. Be responsible for hiring, discharging, directing, and supervising all employees.
- g. Act as chairperson of the Budget Committee.
- h. Be responsible that all expenditures are within the approved budget allocation.
- i. Prepare notices and agendas of meetings of the Board of Directors.

SECTION 5: EXECUTIVE COMMITTEE

The Executive Committee is the principle advisory body to the Chairman of the Board and the Board of Directors. They will assist the Chairman of the Board in the preparation and presentation of plans, agendas, and strategies.

The Executive Committee may also meet, as needed, to handle urgent matters that cannot wait until the next regular Board Meeting, but such meetings should be infrequent and such stop-gap decisions and actions will be temporary in nature and subject to approval by the Board of Directors (e.g. temporary halting of bill payments, provisional hiring of staff person, temporary suspension of employee, etc.)

The Executive Committee shall act for and on behalf of the Board of Directors when the Board of Directors is not in session but shall be accountable to the Board of Directors for its actions. It shall be composed of the Chairman of the Board, Past Chairman, Chairman Elect, Secretary, and the Chamber President (non-voting member). The Chairman of the Board will serve as Chairman of the Executive Committee.

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 indicated for Directors in Article IV, Section 6 of these Bylaws.

ARTICLE VI

COMMITTEES AND DIVISIONS

SECTION 1: APPOINTMENT AND AUTHORITY

The Chairman of the Board, with the advice and counsel of the Chairman Elect and the Chamber President and subject to the approval of the Board of Directors, shall appoint all Committee Chairmen and assist in the selection of committee members as deemed necessary to carry out the Program of Work. The Chairman of the Board, with the approval of the Board of Directors, has the power to remove any committee Chairman from their responsibility if the Chairman is not serving in the capacity as assigned and is not carrying out the goals of the Chamber and its

Program of Work or if the Chairman is over ninety (90) days past due on any financial obligation to the Chamber.

Committee appointments shall serve concurrent with the term of the appointing Chairman of the Board unless the Board of Directors approves a different term.

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 of Directors.

The Executive Committee, Budget Committee and Nomination Committee are considered standing committees of the Chamber of Commerce. Other committee's included but not limited to that are considered standing committees of the Chamber of Commerce will be the Military Affairs Committee, Rabbit Fest Committee and the Krist Kindle Mart Committee. These committees will be established or dissolved at the discretion of the Board of Directors.

SECTION 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 Chairman 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 committee.

Once Committee Action has been approved by the Board of Directors, it shall be incumbent upon the Committee Chairman or other person designated by the Board of Directors to give testimony to or make presentations before civic and governmental agencies.

SECTION 3: 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 Chamber.

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

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

ARTICLE VII

FINANCES

SECTION 1: FUNDS

All money paid to the Chamber shall be placed in a general operating fund unless required to be placed separately and not commingled. The Board of Directors must approve all fund-raising efforts. Funds unused from the current year's budget will be placed in a reserve account.

SECTION 2: DISBURSEMENTS

Upon approval of the budget, the Chamber 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. Non-budgeted items must be approved by the Board of Directors.

SECTION 3: FISCAL YEAR

The Fiscal Year of the Chamber shall be January 1 to December 31 of each year.

SECTION 4: BUDGET

The operating budget covering all activities of the Chamber shall be prepared by the Budget Committee and submitted for approval by the Board of Directors during the regular December meeting for the upcoming year. The Budget Committee shall be chaired by the Chamber President, and shall consist of the Chairman Elect, and two members at the discretion of the Chairman of the Board.

SECTION 5: ANNUAL AUDIT

The accounts of the Chamber shall be reviewed annually as of the close of business on the 31st day of December. The review shall be available at all times to members of the Chamber within the Chamber Office. At such time as the annual budget is in excess of \$125,000.00, an annual review shall be performed by a public accountant outside the membership of the Board of Directors. Funds for this review shall be included in the annual budget for the ensuing year.

SECTION 6: BONDING

The Chamber 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 of Directors and paid for by the Chamber.

SECTION 7: INVESTMENTS

All investments, with the exception of the purchase of Certificates of Deposit, made by the Chamber shall involve consultation between the Executive Board and the Chamber staff. After consultation, any investments recommendation shall be developed and presented to the Executive Board of Directors for consideration and action.

ARTICLE VIII

DISSOLUTION

SECTION 1: PROCEDURE

The Chamber shall use its funds only to accomplish the objectives and purposes specified in the Bylaws, and no part of said funds shall insure, 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 Section 501 (c) (3).

ARTICLE IX

PARLIAMENTARY AUTHORITY

SECTION 1: RULES OF ORDER

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 Article of Incorporation or Bylaws of the Chamber.

ARTICLE X

AMENDMENTS

SECTION 1: REVISIONS

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, 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 shall be submitted to the Board of Directors or the Members in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.

ARTICLE XI: SEXUAL HARASSMENT

SECTION 1: SEXUAL HARASSMENT POLICY

It is the policy of the Copperas Cove Area Chamber of Commerce that it will not tolerate verbal or physical conduct by any employee which harasses, disrupts, or interferes with another's work performance or which creates an intimidating, offensive or hostile environment.

While all forms of harassment are prohibited, it is the Company's policy to emphasize that sexual harassment is specifically prohibited. Harassment on the basis of sex is a violation of Sec. 703 of Title VII. Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitute sexual harassment when:

- Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment (including hiring, compensation, promotion, or retention)
- Submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual, or
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment.

Sexual harassment may take various forms. These include:

1. VERBAL Sexual innuendoes or stories, suggestive comments, jokes, teasing, remarks, and/or questions of a sexual nature, sexual propositions, suggestive or insulting sounds, whistling, threats, or telephone calls.
2. NON-VERBAL Sexually suggestive objects, pictures, drawings, cartoons, leering, obscene gestures, letters or e-mail with sexual or suggestive content.
3. PHYSICAL Unwanted physical contact including cornering, touching, pinching, brushing the body, coerced sexual relations, assault.

All employees must avoid any action or conduct which could be viewed as sexual harassment. Employees who believe they are being sexually harassed should let the person(s) know the conduct is offensive. Employees are also responsible for promptly reporting, preferably in writing, the alleged act immediately to President or Past President of the Board of Directors.

All complaints will be promptly, thoroughly, and fairly investigated. The results of any investigation will be considered confidential and will only be shared on a “need to know” basis. Corrective actions will be taken as warranted by the results of the investigation, which may include disciplinary action up to and including termination of employment. Your cooperation is essential in assuring that all employees at Copperas Cove Chamber of Commerce can enjoy a workplace free from sexual harassment or discrimination of any kind. Copperas Cove Chamber of Commerce recognizes that false accusations of sexual harassment can have serious effects on innocent women and men. We trust that all of our employees will continue to act responsibly to establish a pleasant working environment free from sexual harassment in any of its varied, subtle forms. We encourage any employee to raise questions they may have regarding sexual harassment with the President or Past President of the Board of Directors.

Grievance Policy

It is the policy of the Copperas Cove Area Chamber of Commerce to address grievances between any current Member and Board member in the following manner:

- A written statement will be requested of any person(s), including members, nonmembers and employees who have a grievance that they would like addressed by the Chamber Board.
- Depending upon the seriousness of the grievance, a decision will be made by the acting President as to whether the grievance needs to be addressed by the Executive Board immediately or whether it will be added to the agenda of the next Board meeting.
- The Executive Board will review the written grievance and will discuss any action that might be necessary.
- The Executive Board will provide a written response, listing any action that will take place, or possible alternatives to solve the situation.

The Executive Board will provide this response to the person initiating the grievance procedure within a 2-week period after the review.