



CONSTITUTION AND BY-LAWS
FOR THE
Calvert CHAMBER OF COMMERCE

(January 1, 2009)

ARTICLE 1. Name, Purpose, and Mission

Section 1. Name: The name of this organization shall be Calvert Chamber of Commerce.

Section 2. Purpose: This Constitution and By-Laws shall serve as the legal document providing the organization structure and operation.

Section 3. Mission: The Calvert Chamber of Commerce will promote the City of Calvert, tourism, member businesses and member organizations while encouraging area residents and visitors to patronize and support these businesses and organizations.

ARTICLE II. Incorporation and Fiscal Year

Section 1. Incorporation: The Calvert Chamber of Commerce is to be incorporated under the laws of the State of Texas as a non-profit organization.

Section 2. Fiscal Year. The fiscal year will be the calendar year, beginning January 1, and ending December 31.

ARTICLE III. Membership and Eligibility

Section 1. Eligibility: Any firm, corporation, or individual may become a member of the Calvert Chamber of Commerce, subject to the review and approval of the Board of Directors.

Section 2. Dues are annual and payable in January. New members joining after January may pay a pro-rated portion for the remaining months of the fiscal year.

Section 3. Membership Categories and Dues:

- A. Businesses with 1-29 employees will have annual dues of \$60.00 with two possible votes, the second vote being that of a business partner.

- B. Businesses with 30 or more employees will have annual dues of \$150.00 with two votes.
- C. Individual memberships will be \$15.00 annually with a single vote, not open to businesses.
- D. Regardless of the number of employees, business memberships shall be allowed no more than two votes.
- E. Honorary Members: Honorary membership may be conferred from time to time, as the Board of Directors may determine. No dues required, and no vote given.
- F. Lifetime Membership: Lifetime membership may be conferred on any member whose services have been long and outstanding. The Board of Directors shall make these appointments as they desire. No dues required, and no vote given.

Section 4. Termination: Membership will be terminated after three consecutive months of non-payment of dues, or upon vote of two-thirds majority of the Board of Directors.

Section 5. Member Disputes: It is not the Chamber's role to act as an arbiter, judge or mediator of any competitive conduct or dispute.

ARTICLE IV. Officers - Voting - Elections

Section 1. Officers: Elected officers will be as follows: President, Vice President, Secretary, Treasurer, and five directors, all of whom shall serve without compensation. The President, Vice President, Secretary, Treasurer will constitute the Executive Committee. At the discretion of the Board of Directors, the Secretary/Treasurer functions may be shared and/or may be a paid position with the approval of the Board of Directors; the Board of Directors shall set any salary.

Section 2. Election: At the September meeting, the President shall appoint a nominating committee of not less than three, nor more than five members to present a slate of officers. The Vice-President shall serve as the Chairman of the Nominating Committee. The committee report shall be submitted at the stated October meeting. Ballots shall be mailed to all eligible members by the first of November and must be received by the Secretary either in person or by mail no later than the Wednesday proceeding the November stated meeting. Individual members shall receive one ballot and all business memberships shall receive two ballots. These ballots shall also include the names of any nominations seconded at the October stated meeting. The returned mail-in ballots must include the name and signature of the individual and of the business represented on the outside of the sealed

envelope containing the ballot to be valid and counted. Ballots will be available at the stated meeting.

Section 3. Officer Eligibility: Chamber members eligible to hold office must be in good standing, having been a paid member for a minimum of three preceding months and having attended two of the previous three regularly scheduled chamber meetings; or having attended a minimum of six regular meetings in the previous twelve months.

Section 4. Voting: Eligible voting members:

- those individuals having been a paid member for a minimum of three preceding months, having attended two of the previous three regularly scheduled chamber meetings;
- or having attended a minimum of six regular meetings in the previous twelve months or having been a member in good standing in excess of twelve months,
- or business having been a paid member for a minimum of three months preceding the election,

shall elect officers at the regular November meeting. A simple majority shall be necessary for election. The new slate of officers shall be installed during the regular December meeting, their duties and responsibilities becoming effective on January 1st the following year. These voting eligibility requirements also apply to votes concerning the Calvert Chamber of Commerce By-Laws.

Section 5 Terms: Members of the Board of Directors shall be elected for a term of two years.

Section 6. Board of Directors: The Board of Directors shall consist of five directors, at large to serve two-year terms. Positions 1, 3 and 5 shall be elected during the November election of odd numbered years with Positions 2 and 4 in even numbered years. The candidates with the highest cumulative number of votes shall fill the vacant positions. The immediate-past president may serve as a non-voting ex-officio member of the Board for a period of two years. The President of the Chamber of Commerce will serve as Chairman of the Board of Directors, voting only in the event of a tie. (The intent of the two-year staggered term is to provide continuity of experience for the Board of Directors.)

Section 7. Directors' Duties: The Board of Directors of the Chamber is the governing body that is responsible to set the course of the organization and monitor its overall operations. The consensus of the Board will focus on the mission of the Chamber, oversee the election of officers, retain the Chamber staff, develop and approve the budgets, and make the decisions that affect every Chamber member. In other words, "to set a course and keep on track" is the responsibility of the Calvert Chamber of Commerce Board of Directors. The Directors shall regulate all Chamber business, seeing

to it that the constitution and the bylaws are consistently followed. The Board of Directors meetings shall be closed at the discretion of the Board. The Directors shall fill Officer or Board vacancies occurring during the year, and set salaries of any paid employees. The Board of Directors will work to bring in new businesses and develop programs to strengthen all current businesses. It shall submit a written report during the regular November meeting, listing the progress made during the last year. The Board of Directors shall hold regular meetings beginning in January and at least quarterly thereafter.

Section 8. Vacancies: All vacancies with of the Board of Directors will be filled by the Board of Directors until the next Chamber election.

Section 9. Forfeiture: Any member of the Board of Directors who misses two consecutive board meetings without a valid reason shall be removed and the vacancy filled by the Board of Directors.

ARTICLE V. Duties of Officers

Section 1. President and Chairman of the Board: The President shall serve as the chief elected officer of the Chamber of Commerce and as Chairman of the Board of Directors, presiding over all regularly scheduled membership meetings and Board meetings; and cause to be prepared notices, agendas, and minutes of these meetings. It is the responsibility of the President to provide leadership for the Board of Directors as well as for the general membership at large. The President shall appoint all committees, being an ad hoc member of all committees. Additionally, the President may delegate duties to the balance of the Executive Committee. While presiding over both the regular meetings of the Chamber of Commerce and the Board of Directors, the President is typically a non-voting member; only voting as a tie breaker, a call for an audit, for ratification or in general elections. The President is responsible for the fiscal integrity of the Chamber and shall submit, in writing, an annual budget to be approved by the majority of the Board. The President shall at all times assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber. The President, with the approval of the board, shall be responsible for hiring, discharging, directing and supervising all employees.

Section 2. Vice President : The Vice President shall preside over any Board meetings and regularly scheduled general membership meetings that the President is unable to attend. The Vice President is responsible for the integrity of each Chamber committee and shall see that each committee chairperson has completed, and submitted to the Board, in writing, a budget for approval. The Vice President shall serve as the chairman of the Membership Committee.

Section 3 Secretary: The Secretary shall serve as both the Recording Secretary for all general and special meetings and shall serve as the Corresponding

Secretary for the Chamber of Commerce. The Secretary will prepare or cause to be prepared notices, agendas, and minutes of all general and special meetings of the Chamber of Commerce. The Secretary shall ensure timely notification of all general and special meetings utilizing both written and electronic means where possible.

- Section 4: Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. The Treasurer shall not serve concurrently as the auditor of the Chamber. Checks are to be signed by any two of the following: President, Vice-President, Secretary and/or Treasurer. The Treasurer shall prepare all financial reports/records and/or cause the same to be prepared; any cost associated with such records/reports must have prior approval of the board. The duties and responsibilities of the Secretary and Treasurer may be combined at the approval and/or direction of the Board of Directors.
- Section 5: Immediate Past President: The Immediate Past President shall sit as an ad hoc advisor to the Executive Committee /Board of Directors for the purpose of continuity. The Immediate Past President is not an elected member and will have no voting authority. (The intended role of the Immediate Past President is purely as an experienced advisor.)
- Section 7: Committee Chairs: All Committee Chairs will be appointed by the President, the duties of the Committee Chairs, shall be such as their titles by general usage would indicate, as well as those that may be assigned by the President. The Committee Chairs will also have under their immediate jurisdiction all committees and sub-committees pertaining to their general duties

ARTICLE VI. Quorum - Parliamentary Procedures

- Section 1. A minimum of three Directors present at a meeting of the Board of Directors shall constitute a quorum.
- Section 2. A total minimum of seven members, including Officers and Directors shall constitute a quorum.
- Section 3. The latest edition of Robert's Rules of Order shall be the final source of authority governing all meetings.
- Section 4. The use of mail-in ballots will be utilized for elections and for revisions, additions, deletions and modifications to the Chamber's By-Laws, allowing all Calvert Chamber of Commerce members to vote.

ARTICLE VII. Audits

If requested by the Board of Directors or two-thirds of the entire Chamber membership the accounts of the Chamber shall be audited by an independent auditor or accountant. The audit shall be made available to members of the organization during the next regularly scheduled meeting.

ARTICLE VIII. Amendments:

All proposed amendments by the general membership shall be submitted to the President in writing, with the signatures of ten members in good standing. To be eligible for ratification, the amendment must be approved by three of the five members of the Board of Directors. The Executive Committee and/or Board of Directors may also propose amendments, and, if approved by three members of the Board of Directors. Any amendments originating with the Executive Committee and/or Board of Directors shall require the same ratification process as those submitted by the general membership.

ARTICLE IX. Ratification:

This revision shall become the sole official Constitution and By-Laws of the Calvert Chamber of Commerce upon approval of the Board of Directors and of the membership. Approval of amendments shall require a minimum of three votes of the Board of Directors, and a two-thirds majority of the eligible ballots submitted, including mail-in ballots received by the Secretary prior to voting at a regular monthly membership meeting at which a quorum is present.

The signature of the President of the Chamber of Commerce, when entered and dated below, shall attest to the required approval by the Board of Directors and the general membership and to the effective date of this revised Constitution.

Adopted November 17, 2008 by the Board of Directors and ratified by the General Membership on November 17, 2008 to be effective November 17, 2008. These new By-Laws will supersede all previous versions of the Calvert Chamber of Commerce By-Laws on January 1, 2009.

Signed the 17th day of November, 2008.



Walter L. Qualls, President

Signed the 17th day of November, 2008.



Barry Satterwhite, Secretary/Treasurer