

**PANOLA COUNTY CHAMBER OF COMMERCE
CARTHAGE, TEXAS
BYLAWS**

ARTICLE 1 – GENERAL

Section 1 – Name

This organization is incorporated as a not-for-profit corporation under the laws of the State of Texas and shall be known as the Panola County Chamber of Commerce, with principal offices in the city of Carthage, Texas.

Section 2 – Definitions

Whenever the following words are used in these bylaws, they shall have the following meanings:

- a) “Chamber” or “Chamber of Commerce” is defined as the Panola County Chamber of Commerce.
- b) “Board” or “Board of Directors” are defined as the Board of Directors of the Panola County Chamber of Commerce.
- c) “Officers” or “Executive Committee” means the Executive Committee of the Panola County Chamber of Commerce and composed of the President, 1st Vice President, 2nd Vice President, Treasurer, and Immediate Past President.
- d) “President” means the President of the Board of Directors of the Panola County Chamber of Commerce.
- e) “Secretary” means Executive Director of the Panola County Chamber of Commerce.
- f) “Member” means a member of the Panola County Chamber of Commerce.
- g) “Mail” means delivery by U.S. Postal Service or electronic means.

Section 3 – Limitation of Methods

The Chamber shall observe all local, State, and Federal laws applicable to a non-profit organization as defined in section 501 (c) (6) of the Internal Revenue Code.

Section 4 – Objectives

The Chamber is organized to achieve the objectives of: 1) Preserving the competitive enterprise of business by creating a better understanding and appreciation of the importance of business owners and a concern for their problems; creating an informed business and public opinion regarding city, county, state and national legislative and political affairs; preventing controversies which are detrimental to expansion and growth of business and community, or adjusting them as they arise; and creating a greater appreciation of the value of an investment on behalf of the interest of competitive business: 2) Promoting business and community growth and development by promoting and supporting economic programs designed to strengthen and expand the income potential of all business within the area; promoting programs of a civic, social, and cultural nature which are designed to support the values of the community; and

discovering and correcting abuses which prevent the promotion of business expansion and community growth.

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility

Any reputable person, association, corporation, partnership, or estate having an interest in the objectives of the Chamber shall be eligible to apply for membership.

Section 2 – Election

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Election of membership shall be by the Executive Committee at any regular meeting. Applicants so elected shall become members upon payment of dues and shall be reported to the Board.

Section 3 – Dues

Membership dues shall be at a rate as may be prescribed by the Board - payable annually, semi-annually, quarterly, monthly or in advance. Payment of dues shall entitle members to the privileges of membership.

Section 4 – Termination of Membership

- a) Any member may resign from the Chamber upon written notice to the Executive Director.
- b) Any member may be expelled by the Executive Committee by majority vote for nonpayment of dues after ninety days from the due date, unless extended by the Executive Committee for good cause.
- c) Any member may be expelled by the Executive Committee by majority vote for conduct unbecoming a member or conduct prejudicial to the aims or repute of the Chamber, after notice following an opportunity for a hearing.

Section 5 – Representation

- a) Right to vote: Each member, person, firm, association, or corporation in good standing shall be entitled to cast one vote.
- b) Right to hold office: The designated representative of any business member and any individual member shall be eligible to hold office in the Chamber, provided the individual is in good standing at the time of nomination, election, and appointment.

Section 6 – Honorary Membership

Distinction in public affairs shall confer eligibility for honorary membership. Honorary members shall have all the privileges of active membership, except that of holding office and the right to vote. Honorary members shall be exempt from the payment of dues. The Board shall confer honorary membership by a majority vote.

Section 7 – Life-time Membership

Life-time membership may be bestowed by the Board for outstanding service to the community through the Chamber. Life-time members shall have all the privileges of membership, and shall be exempt from the payment of dues.

Section 8 – Non-Transferrable

A Chamber membership shall not be sold, assigned, or transferred in any manner. A member may, however, change its classification, and a member may change its designated representative by written notice to the Chamber Secretary. In the event of the sale of a member business, membership may be assumed by the purchasing of the business for the remainder of the membership year.

Section 9 – Orientation

At regular intervals, orientation regarding the purposes and activities of the Chamber shall be conducted for members.

ARTICLE III – MEETINGS

Section 1 – Membership

The annual meeting of all members of the Chamber shall be held each year at a time established by the Board. The time and place shall be set by the Board and notice thereof shall be mailed to each member at least ten days before said meeting. An email address or other electronic communication address provided by the member may constitute the address for notices and other materials from the Chamber.

Section 2 – Directors

The Board of Directors shall meet at least quarterly at a time and place set by the President. This meeting schedule may be changed with approval of the Board. Notice of all meetings must be submitted to the Directors at least three days in advance.

Section 3 – Committees

Committee meetings may be called at any time by the President or by committee chairpersons.

Section 4 – Quorums

At any duly called General Meeting, those members in good standing and present at the meeting shall constitute a quorum. A majority of the Board shall constitute a quorum. A majority of committee members shall constitute a quorum at committee meetings.

Section 5 – Agenda and Minutes

An agenda and minutes shall be prepared for all Chamber Board and committee meetings.

Section 6 – Action by Written Consent without a Meeting

At the discretion of the President, an action of the Chamber Executive Committee or Board may be taken without a meeting if a written consent, stating the action to be taken, is signed by a majority of directors or committee members. The consent must state the date of each director's or committee member's signature. Such consent may be given electronically.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Composition

The Board of Directors shall be composed of fifteen members, one-third of whom shall be elected each year for a term of three years, or until their successors are elected.

Section 2 – Term Limit

No Director, either elected or appointed, shall be eligible to succeed themselves until the expiration of one year following their previous membership on the Board.

Section 3 – Attendance

Any Board member who is absent from four consecutive Board meetings, without good cause as determined by the Executive Committee, shall render their place on the Board vacant and a successor shall be chosen in accordance with Section 4.

Section 4 – Vacancies

The Executive Committee shall have the power to fill all vacancies occurring between annual elections. Those elected shall serve the unexpired terms of the persons whom they succeed.

Section 5 – Ex-Officio Members

The Immediate Past-President of the Chamber shall automatically become an ex-officio member of the Board for one year with full voting privileges. The City Manager of the City of Carthage, the Mayor of the City of Carthage, the Panola County Judge, Panola College President, the Ambassador President, and Panola County School Superintendents with school headquarters based in Panola County, Texas, will be ex-officio members with a vote. Other ex-officio, voting members of the Board shall be designated in the yearly report of the Nominating Committee. Recommendations will be given to the Board annually by the Nominating Committee and shall be approved by the Board.

Section 6 – Duties

The governing body of the Chamber shall be the Board of Directors which shall control its property, be responsible for its finances, and direct its affairs.

Section 7 – Election of Directors

- a) Nominating Committee – At the-regular third quarterly Board meeting of the year, the President shall appoint, a Nominating Committee of at least five members of the Chamber and the Executive Director. The President shall designate the committee chair. Prior to the last quarterly meeting, the Nominating Committee shall present to the Executive Director a slate of five candidates to serve three-year terms to replace Directors whose terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the position of Director. No Board member may serve two consecutive three-year terms. A period of one year must elapse before eligibility to serve.
- b) Publicity of Nominations – Upon receipt of the report of the Nominating Committee, the Executive Director shall notify the membership of the names of persons nominated as candidates for Directors and the right of petition.
- c) Nominations by Petition – Additional names of candidates for Director can be nominated by petition bearing the signatures of fifteen qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten days after notice has been given of the names of those so nominated. The determination of the Nominating Committee regarding the legality of such petitions shall be final.
- d) Determination – If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of five candidates shall be declared elected by the Board at their last regular meeting of the year. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions shall be to vote for five candidates only. The Executive Director shall send this ballot to members of the Board at least ten days prior to the last regular meeting of the year. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten days. The Board, at

its last regular meeting of the year, shall declare the five candidates with the greatest number of votes elected.

- e) Judges – The President shall appoint, subject to the approval of the Board of Directors, at least three judges who are not members of the Board or candidates for election to supervise the election. The judges shall report the results of the election to the Board.

Section 8 – Seating of New Directors

All newly-elected Board members shall be seated at the first regular meeting of the year and shall be participating members thereafter. Retiring Board members' service shall end on December 31st.

Section 9 – Management

The Board shall employ an Executive Director, or appropriate title, to manage the day-to-day operation of the Chamber. Salary and conditions of employment shall be determined by the Executive Committee.

Section 10 – Conflict of Interest

Any Board member 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/her interest to the Board prior to its acting on such transactions. 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/her personal influence on, nor participate 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 11 – Indemnity

- a) Liability of officers and directors – No person shall be liable to the Chamber for any loss or damage suffered because any action taken by him or her as a director or officer of the Chamber in good faith if such person exercised or used the degree or care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs.
- b) Insurance – The Chamber shall carry a Director's Liability Insurance Policy for members of the Executive Committee and Board. The amount of coverage will be determined by the Executive Committee.

ARTICLE V – OFFICERS

Section 1 - Election

- a) Nomination – At the third regular quarterly meeting of the Board, the President shall appoint a committee to nominate officers for the Executive Committee for the coming year. The Committee shall consist of at least five members of the Chamber and the Executive Director and shall also be responsible for nominating five new directors. The Nominating Committee shall nominate a slate of officers from the Chamber membership, consisting of the President, 1st Vice President, 2nd Vice President, and Treasurer. The Nominating Committee shall secure from each nominee their consent to be nominated, with an expression of their willingness to serve if elected, and shall report to the Board at their fourth regular quarterly meeting.
- b) Election – The Board, at its fourth regular quarterly meeting, shall hear the report of the Nominating Committee, and the Board shall elect officers and new directors for the following year.

Section 2 – Duties of Officers

- a) President – The President shall preside at all meetings of the Board and Executive Committee. The President will, with the advice and counsel of the Executive Director, make assignments for committee responsibilities. The President shall, with advice and counsel of the Executive Director, determine the committees, select all chairperson, assist in the selection of committee personnel, subject to approval of the Executive Committee. The President shall perform all other duties incident to the office and advise such action as may deemed likely to increase the effectiveness of the Chamber.
- b) 1st Vice President – The duties of the 1st Vice President shall be such as their title by general usage would indicate, as well as those that may be assigned by the President and Board. The First Vice President will also have under their immediate jurisdiction all committees pertaining to their general duties.
- c) 2nd Vice President – The duties of the 2nd Vice President shall include that those of membership as well as those that may be assigned by the President and Board.
- d) Treasurer – The Treasurer, or their designated representative, shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. The Treasurer shall make, or cause to be made a quarterly financial report to the Board.
- e) Executive Director – The Executive Director shall be the chief administrative and executive officer responsible for the administration of the program of work and responsible for hiring, discharging, directing, and supervising staff. The Executive Director is charged with carrying out the policies of the Chamber as determined by the Officers and Board. The Executive Committee shall set the salary and other considerations for his/her employment. The Executive Director is charged with the general supervision and management of the business affairs of the Chamber. The Executive Director shall serve as a non-voting member of the Executive Committee and Board. The Executive Director shall serve as Secretary and shall be responsible

for the preparation of notices, agendas, and minutes of meetings of the Board and Executive Committee.

- f) Executive Committee – The Executive Committee/Officers of the Chamber shall be composed of the President, 1st Vice President, 2nd Vice President, the Treasurer, and Immediate Past President. The Executive Director shall serve as a non-voting member. The Executive Committee shall act in an executive capacity between meetings of the Board upon matters requiring immediate attention and shall be accountable to the Board for its actions.

ARTICLE VI – COMMITTEES

Section 1 – Appointment

The President, by and with the approval of the Board, shall appoint all committees and committee chairpersons. Standing committees shall be appointed annually to perform duties pertaining to the Chamber’s program of work. The President may appoint such additional committees and their chairpersons as he/she deems necessary. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President.

Section 2 – Functions

It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board, and carry on such activities as may be assigned to them by the Board.

Section 3 – Authority

Committees shall not commit themselves on matters involving appropriation of funds or make decisions not authorized by the express policies of the Chamber unless specific authority shall have been granted in advance by the Board. No standing or special committee shall represent the Chamber in advocacy of or in opposition to any issue without specific authorization of the Board, or such specific authorization as may be granted under general powers delegated to the committee by the Board.

Section 4 – Termination

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

ARTICLE VII – FINANCES

Section 1 – Funds

The financial affairs of the Chamber shall be conducted as nearly as practical in accord with an annual budget approved by the Board at the beginning of each fiscal year. Such a budget, however, may be amended by the Executive Committee during the course of the fiscal year for which it is effective. Funds shall be in the financial institutions designated by the Executive Committee.

Section 2 – Disbursements

Upon approval of the budget, the Executive Director 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 made electronically or by check. All checks shall be signed by the Executive Director and an officer. If not included in the established operating budget, no disbursement shall be made unless approved for payment by the Executive Committee.

Section 3 – Fiscal Year

The fiscal year of the Chamber shall be January 1 through December 31. It may be, however, changed by majority vote of the Board.

Section 4 – Annual Audit

The accounts of the Chamber shall be audited in January of each year by an Audit Committee appointed by the President. The Audit Committee shall be composed of three Board members with the Treasurer serving as chair. The Executive Director shall serve as an ex-officio member of the committee. The audit report, shall at all times, be available to members of the organization.

Section 5 – Bonding

The Executive Director and other such officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Executive Committee and paid for by the Chamber.

Section 6 – Donations

The Chamber is a non-profit organization and does not make monetary donations. It may, however, assist outside groups with in-kind support for specific projects.

ARTICLE VIII – DISSOLUTION

Section 1 – Procedures

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 members of the

Chamber. In the event of dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations as defined in IRS Section 501 © (3) and is to be selected by the Board.

ARTICLE IX - REFERENDUM

Section 1 – Submission

Upon request in writing of ten percent of the members in good standing, the Board shall submit, or upon its own initiative may submit, a question to the members of the Chamber for a referendum vote by mail. The ballot of such vote shall be accompanied by a brief statement stating both sides of the question.

ARTICLE X – PARLIMENTARY AUTHORITY

Section 1 – 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 Charter or Bylaws of the Chamber.

ARTICLE XI – AMENDMENTS

These bylaws may be amended or altered by a two-thirds vote of the Board in attendance or by two-thirds of the members at any regular or special meeting, provided the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or members in writing, at least ten days before the meeting at which they are to be acted upon.

ARTICLE XII – EFFECTIVE DATE

- Supersedes: These bylaws supersede and take the place of bylaws previously adopted by the Panola Chamber of Commerce with the exception that it does not affect any current member of the Board or Officer elected for a specific term. These bylaws shall become effective immediately upon their adoption and shall govern the Chamber hence until replaced, revised, or amended.
- Governing law: These bylaws must be governed by and interpreted under the laws of the State of Texas.
- Titles and headings: All titles and headings of bylaw articles, sections, and subsections are for convenience and reference only, and do not affect the interpretation of bylaw article, section, or subsection.
- Partial invalidity: When reasonably possible, every bylaw article, section, subsection, paragraph, sentence, clause, or provision must be interpreted in a manner by which the bylaw is valid. The invalidation of any bylaw provision which does not alter the

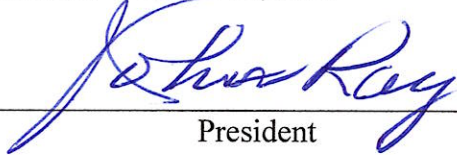
fundamental rights, duties, and relationship between the Chamber and its members, and does not invalidate the remaining bylaw provisions.

- Entire document: This document contains the entire bylaws of the Panola County Chamber of Commerce.
- Waiver: The failure of the Chamber to assert any right or remedy in these bylaws does not waive the right or remedy provided by the bylaws
- Lack of notice: To the extent allowed by these bylaws, the failure of any member to receive notice of any meeting, action, or vote does not affect or invalidate any action or vote taken by members of the Board.

APPROVED AND ADOPTED:

By the Board of Directors of the Panola County Chamber of Commerce on the 13th day of September, 2023.

Revised: October 11, 2023



President



Executive Director