

**BYLAWS OF  
LEWISVILLE AREA CHAMBER OF COMMERCE**

**ARTICLE ONE  
GENERAL**

**SECTION 1.1: NAME.**

This organization is incorporated as a non- profit corporation under the laws of the State of Texas and shall be known as the Lewisville Area Chamber of Commerce or the LACC.

**SECTION 1.2: DEFINITIONS.**

Wherever the following words are used in these bylaws, they shall have the following meaning:

- a. "Chamber" or "Chamber of Commerce" or "LACC" means the Lewisville Area Chamber of Commerce.
- b. "Board of Directors" or "Board" means the Board of Directors of the Lewisville Area Chamber of Commerce.
- c. "Director" means a member of the Board of Directors of the Lewisville Area Chamber of Commerce.
- d. "Executive Committee" means the Executive Committee of the Lewisville Area Chamber of Commerce.
- e. "Chairman" means the Chairman of the Board of Directors of the Lewisville Area Chamber of Commerce.
- f. "Member" means a member of the Lewisville Area Chamber of Commerce.
- g. "Program of Work" means the annual business plan adopted by the Board of Directors of the Lewisville Area Chamber of Commerce.

**SECTION 1.3: PURPOSE.**

LACC promotes economic growth of the business community; and LACC acts as a liaison between the business community and governments and between the business community and school districts.

**SECTION 1.4: GEOGRAPHICAL AREA TO BE SERVED.**

The economic area to be served by the LACC shall include Lewisville, Highland Village, Flower Mound and surrounding communities.

**SECTION 1.5: LIMITATION OF METHODS.**

Notwithstanding any provision of these by-laws, the LACC shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE TWO  
MEMBERSHIP**

**SECTION 2.1: ELIGIBILITY.**

Any person, association, corporation, partnership or estate having an interest in the objectives of LACC shall be eligible for membership. Any person, association, corporation, partnership or estate shall become a Member upon processing of payment of the then existing membership investment amount.

**SECTION 2.2: INVESTMENTS.**

Membership investments shall be at such rate, schedule or formula as may be from time to time prescribed by the Board, payable in accordance with the schedules and at the times specified by the Board.

**SECTION 2.3: CONSIDERING OR TERMINATING MEMBERSHIP.**

Prior to any person, association, corporation, partnership or estate becoming a member of the LACC, the Executive Committee shall have the authority to recommend to the Board of Directors that membership not be granted. The Board of Directors by a 2/3 thirds vote can deny membership at any time and for any reason.

- a. The following are some of the reasons that the Board of Directors can deny membership, but the list is not exclusive:
  1. Past Violations of the Code of Conduct described below;
  2. For past conduct unbecoming a member or prejudicial to the aims or repute of the LACC; and/or
  3. When membership would be prejudicial to the aims or repute of the LACC.

Once a member, the membership shall continue until terminated in one of the following ways:

- a. Resignation in writing by the Member;
- b. Termination for nonpayment of the required membership investment after ninety (90) days, unless extended for good cause;
- c. Upon dissolution of the LACC
- d. The Executive Committee shall have the authority to recommend to the Board of Directors the termination of a Member or a Member's Employee. The Board of Directors by a 2/3 thirds vote can terminate any Member or a Member's Employee from the LACC at any time and for any reason.

The following are some of the specific acts that can lead to termination of a Member or Member's Employee but the list is not exclusive:

1. Violation of the Code of Conduct described below;
2. For conduct unbecoming a member or prejudicial to the aims or repute of the LACC; and/or
3. When continuing membership would be prejudicial to the aims or repute of the LACC.

If the Board of Directors terminates a Member or Member's Employee, the Member shall be notified in writing that the Member is no longer a member of the LACC or that Employee can no longer be the designated representative of the company.

#### **SECTION 2.4: CODE OF CONDUCT**

As a Member of the LACC, you are expected to adhere to acceptable business principles in matters of personal conduct and exhibit a high degree of personal integrity at all times. This not only involves sincere respect for the rights and feelings of others, but also demands that in both your business and personal life, you refrain from any behavior that might be harmful to you, your fellow Chamber Members, or the LACC, or that might be viewed unfavorably by current or potential Chamber Members, or by the public at large. You are, consequently, encouraged to observe the highest standards of professionalism at all times.

The following are just some of the specific acts that violate the code of conduct but the list is not exclusive:

1. Sexual Harassment;
2. Misrepresenting the LACC in the community;
3. Making false and misleading statements about the LACC.

#### **SECTION 2.5: VOTING.**

In any proceeding in which voting by Members is called for, each Member in good standing shall be entitled to cast one vote.

**SECTION 2.6: EXERCISE OF PRIVILEGES.**

Any Member in good standing may designate employees or other representatives to represent such Member.

**SECTION 2.7: HONORARY MEMBERSHIP.**

Distinction in public service shall confer eligibility to honorary membership at the sole discretion of the Board. Honorary members shall have all the privileges of Members, except the right to vote, and shall be exempt from payment of dues. The Board shall confer or revoke honorary membership by a majority vote.

**SECTION 2.8: NON TRANSFERABLE**

Membership in the LACC shall not be sold, assigned, or transferred in any manner.

**ARTICLE THREE  
MEETINGS**

**SECTION 3.1: ANNUAL MEETING.**

The annual meeting of the Members of the LACC shall be held during the first quarter of each year. The Board shall name the time and place of the meeting and notice thereof shall be given to each Member at least ten (10) days before the meeting.

**SECTION 3.2: MEETING OF THE MEMBERS.**

The Chairman may call a meeting of the Members of the LACC at any time. Notice of such meetings shall be given to each Member at least ten (10) days prior to the meeting.

**SECTION 3.3: BOARD MEETINGS.**

The Chairman may call a meeting of the Board at any time. In addition, the Chairman shall call a special meeting of the Board upon written request of at least five (5) members of the Board. Minutes of each meeting of the Board shall be kept and approved at each subsequent meeting.

Regularly scheduled meetings of the Board shall be held at least ten (10) times per calendar year beginning in January, unless otherwise designated by the Board. The Chairman shall give each Director and the President at least two (2) days notice of the date, time, location and an agenda of any meeting of the Board.

**SECTION 3.4: QUORUM FOR BOARD MEETINGS.**

At all meetings of the Board, a majority of all those Directors currently qualified to serve shall constitute a quorum for the transaction of business. The vote of a majority of all currently qualified Directors who are present is required to conduct business on behalf of the Board. Directors, who attend in person, or by video or teleconference where all Directors may hear and speak to one another, shall be considered present for purposes of constituting a quorum and voting.

### **SECTION 3.5: ELECTRONIC VOTING BY THE BOARD.**

The Board may participate in electronic or e-mail voting on a subject previously discussed in a Board meeting. The Chairman may determine that a vote is required on a matter previously discussed by the Board and may instruct the President of the LACC to solicit electronic votes from the Board without calling a meeting of the Board or the Executive Committee.

In order for the electronic vote to be valid, a majority of all qualified members of the Board must cast their vote by e-mail to the President of the LACC. Votes must be cast within 48 hours, with this period calculated by the use of business days, which shall not include Saturdays, Sundays or legal holidays. The day of the notice shall not be included in the calculation, but the last day of the period shall be included.

Electronic voting will only be used to make decisions on matters previously discussed in a regular Board meeting and only when the Chairman declares a need for the vote to be cast by Board before the next regular meeting of the Board or the Executive Committee.

### **SECTION 3.6: COMMITTEE MEETINGS.**

Committee meetings may be called at any time by the Chairman, respective division vice chair, or by the committee chairman. At Committee meetings, the presence of a majority of its members shall constitute a quorum except when a committee consists of more than nine (9) members; five (5) members shall constitute a quorum. Committee chairs are responsible for the submission of agendas, recording of minutes and reports to the Board. Each Committee chair will coordinate their activities with the President and/or the President's designated representative.

### **SECTION 3.7: NOTICE OF MEETINGS.**

All notices shall be in writing and may be given to the recipient in person, by courier, mail, facsimile, email or other similar transmission. Whenever any notice is required to be given, a written waiver of the notice, signed by the person entitled to notice, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice of such meeting.

### **SECTION 3.8: TIME OF NOTICE.**

When notice is required to be given under these Bylaws or in computing any other period of time hereunder, unless otherwise specified, the period shall be calculated by the use of business days, which shall not include Saturdays, Sundays or legal holidays. The day of the notice shall not be included in the calculation, but the last day of the period shall be included.

## **ARTICLE FOUR BOARD OF DIRECTORS**

### **SECTION 4.1: COMPOSITION OF THE BOARD.**

The Board of the LACC shall be composed of up to twenty one (21) Directors as follows:

- a. the Chairman;
- b. the Vice Chairman Elect;
- c. the immediate Past Chairman;
- d. five (5) Directors shall be elected annually by the voting membership to serve staggered three (3) year terms; and
- e. three (3) Directors to be appointed by the Chairman, at the Chairman's option, to serve a one-year term.

All Directors must be Members in good standing and have agreed to accept the responsibility of a directorship.

Each Director shall serve for the term elected or until their successors shall have been elected and qualified. Directors shall not serve more than one three-year term in succession with the exception of the Chairman and the Vice Chairman Elect, who may be elected even though he or she may have served a three-year term immediately prior to being elected Chairman. After a one-year absence as a Director, a person may be eligible for re-election to the Board. The Chairman may also invite one or more representatives of the cities of Lewisville and Highland Village, the Lewisville Independent School District, the Denton County Commissioner's Court and other community organizations to serve as non-voting, advisory board members.

### **SECTION 4.2: ELECTION OF THE BOARD.**

**NOMINATING COMMITTEE:** In each year at the regular July meeting of the Board, the Chairman shall appoint, subject to approval of the Board, a nominating committee consisting of five Members of the LACC in good standing, two of which shall be members of the Board. The Chairman shall also designate the chairman of the committee. The Chairman and President shall serve as ex-officio members of the committee. Nominating committee members are not eligible to be nominated as

Directors or Officers. At the August meeting of the Board, the nominating committee shall present to the Board the slate of candidate's eligible to serve three-year terms to the Board for the purpose of replacing the outgoing Directors whose regular terms are to expire at the end of the current calendar year. Each candidate for a three-year Directorship must be an active LACC Member in good standing and willing to accept the responsibility of the three-year Directorship.

**PUBLICITY OF NOMINATIONS:** Upon approval of the report of the nominating committee by the Board, the President shall, as expeditiously as possible, notify the membership of the names of persons nominated as candidates for Directors, as well as the rights of the membership with respect to nomination by petition.

**NOMINATION BY PETITION:** Additional names of candidates for Directors may be nominated by petition bearing the genuine signatures of at least five percent (5%) of the qualified Members of the LACC entitled to vote in LACC proceedings as of the last working day of the month preceding the close of nominations. Such petition shall be filed with the nominating committee within ten (10) calendar days after notice has been given of the names of those nominated by the nominating committee and approved by the Board of the LACC. The determination of the nominating committee as to the legality of the petition(s) shall be final.

**ELECTION OF BOARD:** If no nominating petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be deemed elected. If a legal petition shall present additional candidates, the election shall take place as follows:

- a. The Chairman shall appoint, subject to the approval of the Board, at least three, but not more than five, Members of the LACC who are not candidates for the election to the office of Director to serve on the Election Committee. Election Committee members shall include three Directors whose terms expire at the end of the current calendar year and whose duty it shall be to see that the election of members of the Board is carried out according to the term and conditions of these By-laws, that all votes of the Members eligible to vote are properly tallied and canvassed, and to declare the true results of said election by written report of the Election Committee.
- b. A drawing of candidates' names will be conducted by the Election Committee, to determine placement on the ballot. Appropriate instructions shall be provided as to the number of Director positions currently available pursuant to Section 4:1, Composition of the Board, Paragraphs one and two inclusive.
- c. The President shall transmit the ballot to all qualified Members at least fifteen (15) calendar days before the regular October meeting of the Board.

- d. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the LACC office within ten (10) calendar days.
- e. The Board shall at the October meeting, declare the results of said election as reported by the Election Committee.

**SECTION 4.3: SEATING OF NEW DIRECTORS.**

All newly elected Directors shall be seated at the regular January Board meeting. Retiring Directors shall continue to serve until the end of the last calendar month of the Director's term.

**SECTION 4.4: VACANCIES.**

If a voting member of the Board is absent from five (5) Board meetings in a twelve (12) month period or misses three (3) consecutive Board meetings, the Board position is automatically deemed vacated, unless the Board member is specifically excused by a vote of a majority of the Executive Committee and of the Board. All vacancies on the Board, whether by resignation or as a result of lack of attendance, shall be filled by the Chairman subject to the approval a majority of the Board.

**SECTION 4.5: POLICY.**

The Board is responsible for establishing procedures and formulating policies of the LACC. These policies shall be maintained in one or more written policies manuals, to be reviewed annually and revised as necessary. The government and policy-making responsibilities of LACC shall be vested in the Board, which shall control its property, be responsible for its finances, and direct its affairs.

**SECTION 4.6: TERMINATION OF A DIRECTOR**

Any Director may be expelled by a majority vote of the Board, at any meeting thereof, for conduct unbecoming a Director or prejudicial to the aims or repute of the LACC. Such expulsion shall be made only after notice is given to the Director of the Board meeting at which such item is on the Board's agenda.

**ARTICLE FIVE  
OFFICERS**

**SECTION 5.1: DETERMINATION OF OFFICERS.**

At the September meeting of the Board, a Nominating Committee composed of the existing Chairman-Elect and no less than two (2) Directors shall nominate a new Chairman-Elect, a Treasurer and as many Vice Chairman as is deemed necessary to conduct the activities of the LACC. No later than the October Board meeting, the Board



shall elect the officers of the Board with the exception of the President. All Officers, with the exception of the President, shall serve for a term of one (1) year or until their successors assume the duties of office. The Chairman-Elect shall take office as the Chairman effective January 1st of the following year. Officers, with the exception of the President/CEO, shall be voting members of the Board.

#### **SECTION 5.2: HIRING AND OVERSITE OF PRESIDENT.**

The Board shall employ a President to serve as chief executive officer of the LACC. The Executive Committee will oversee the performance of the President and may make recommendations relative to the President to the Board of Directors.

In the event of a vacancy in the position of President, the Chairman shall appoint a hiring committee for the purpose of interviewing candidates and determining the salary and other considerations of employment. The hiring committee shall make recommendations to the Board.

#### **SECTION 5.3: DUTIES OF OFFICERS.**

**CHAIRMAN:** The Chairman shall serve as the chief elected officer of the LACC and shall preside at all meetings of the membership, Board, and Executive Committee. The Chairman shall appoint all committee chairs with the advice and consent of the Board.

**CHAIRMAN-ELECT:** The Chairman-Elect shall exercise the powers and authorities and perform the duties of the Chairman in the absence or disability of the Chairman. The Chair-Elect shall also chair the Annual Board Retreat.

**TREASURER:** The Treasurer, along with the LACC President/CEO and the LACC Financial Director, has responsibility for the safeguarding of all funds received by the LACC. LACC funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board. The Treasurer shall cause a monthly financial report to be made to the Board and filed for audit. The Treasurer shall not serve concurrently as the auditor of the LACC.

**PRESIDENT:** The President shall be the chief administrative and executive officer. The President shall serve as secretary to the Board, and cause to be prepared notices, agendas, and minutes of meetings of the Board. The President shall serve as advisor to the Chairman and Business Plan Committee on program planning, and shall assemble information and data and cause to be prepared any special reports as directed by the Business Plan of the LACC. The President shall be a non-voting member of the Board, the Executive Committee and all committees. With assistance of the divisional vice chairs, the President shall be responsible for administration of the Program of Work in accordance with the policies and regulations of the Board. The President shall be responsible for hiring, discharging, directing and supervising all employees. The President shall be responsible for the preparation of an operating budget covering all activities of the LACC, subject to approval of the Board. The President shall also be

responsible for all expenditures within an approved budget.

## **ARTICLE SIX COMMITTEES AND DIVISIONS**

### **SECTION 6.1: EXECUTIVE COMMITTEE.**

The Executive Committee shall be composed of the Chairman, Chairman-Elect, Treasurer, Past Chairman of the Board and as many vice chairs as needed to conduct the business of the LACC outlined in the Program of Work. The President shall be a non-voting member and keep the minutes of each meeting.

The Executive Committee shall act as an advisory body to the Board.

If a voting member of the Executive Committee is absent from five (5) Executive Committee meetings in a twelve (12) months period or misses three (3) consecutive meetings of the Executive Committee, the position on the Executive Committee and the LACC Board is automatically deemed vacated, unless the Executive Committee member is specifically excused by a vote of the majority of the Executive Committee and a majority of the members of the LACC Board. All vacancies on the Executive Committee, whether by resignation or as a result of lack of attendance, shall be filled by the Chairman of the Board, subject to approval by a majority of the Board.

In the event, the Chairman vacates the position on the Executive Committee or the Board, the Chair-elect shall assume the role of Chairman and make the appointment to fill the vacant position on the Executive Committee and/or the Board.

The Executive Committee shall perform such duties and exercise such powers as may be necessary between Board meetings. Actions taken by the Executive Committee shall be reported at the next meeting of the Board. Any action of the Executive Committee, as the actions of all Chamber committees, is subject to review by the Board.

The succession of the Executive Committee shall run in the following order:

- a. Chairman
- b. Vice Chairman Elect
- c. First Vice Chairman
- d. Second Vice Chairman

If the Chairman is unable to fulfill their duties of office, or at the end of their term, the leadership of the Board will move to the Vice Chairman Elect and so forth.

### **SECTION 6.2: APPOINTMENT AND AUTHORITY.**

THE CHAIRMAN: By and with the approval of the Board, the Chairman shall appoint all committees and appoint all committee chairs. The Chairman may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the programs of the LACC. Committee appointments shall be at the will and pleasure of the Chairman and shall serve concurrent with the term of the appointing Chairman, unless the Board approves a different term.

THE FUNCTION: It shall be the function of committees to make investigations, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board. Unless prior approval has been given by the Board, Committees do not have authority to bind the LACC or to make decisions on behalf of the Board.

THE COMMITTEE CHAIRS: The duties of the committee chairs, if appointed, shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chairman and Board. They will also have under their immediate jurisdiction all committees and sub-committees pertaining to their general duties.

### **SECTION 6.3: TESTIMONY.**

Once committee action has been approved by the Board, it shall be incumbent upon the committee leaders or, in their absence, upon those who they designate, to give testimony to, or make presentations before, civic and governmental agencies as may be necessary to carry out the approved action.

### **SECTION 6.4: DIVISIONS.**

The Board may create such divisions, bureaus, councils, or subsidiary organizations, as it deems advisable to handle the work of the LACC. The Board shall authorize and define the powers and duties of all divisions, bureaus, councils and subsidiary organizations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, councils, or subsidiary organizations including collection and disbursement of funds. No action or resolution of any kind shall be taken by divisions, bureaus, councils, or subsidiary organizations that have bearing upon or expressive of the LACC, unless approved by the Board.

## **ARTICLE SEVEN FINANCES**

All money paid to the LACC shall be placed in one or more operating funds, with the LACC accumulating no more than \$100,000.00 in any single account. All funds must be deposited in accounts insured by the FDIC or the NCUA. Funds unused from the current year's budget will be placed in a reserve fund.

**SECTION 7.1: FUNDS.**

All money paid to The LACC shall be placed in one or more operating funds. Funds unused from the current year's budget will be placed in a reserve fund.

**SECTION 7.2: DISBURSEMENTS.**

The President is authorized to make disbursements on accounts and expenses provided for in the budget without approval of the Board. All other expenditures not approved in the budget must be approved in advance by the Board of Directors. Checks in excess of \$2,500.00 or more must contain the signatures of two authorized signators on the account. Signators shall be determined by the Board, and shall include the Chairman.

**SECTION 7.3: FISCAL YEAR.**

The fiscal year of the LACC shall begin on January 1st and close on December 31st.

**SECTION 7.4: BUDGET.**

No later than the November Board's meeting, the President and Treasurer shall develop and submit to the Board a proposed balanced budget for the upcoming year. The Board shall consider the proposed budget no later than in the December Board meeting. Reasonable effort should be made to adopt an approved budget prior to and to be effective on January 1 of each year. In the event the budget has not been approved on or before January 1 of any year, the previous year's budget shall be utilized until the Board approves the current year's budget.

**SECTION 7.5: ANNUAL AUDIT.**

The accounts of the LACC shall be audited annually as of the close of business December 31st by a certified public accountant. Such audit shall be completed on or before June 30 of each year. There shall be a periodic comparison of the budget to actual expenditures every quarter by the Finance Review Task Force appointed by the Chair. Results are to be reported at the following board meeting.

**SECTION 7.6: BONDING.**

The Board shall purchase a fidelity bond on all employees or officers of the LACC.

**ARTICLE EIGHT  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**SECTION 8.1: INDEMNIFICATION.**

The Board shall indemnify a person who is or has been threatened to be made a named defendant or respondent in a proceeding because the person is or was a Director or officer

but only if that person has: (1) conducted himself in good faith; and (2) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

**SECTION 8.2: INSURANCE OF DIRECTORS, OFFICERS, OR EMPLOYEES.**

The LACC shall purchase and maintain insurance in an amount to be determined by the Board, but in no event less than One Million Dollars (\$1,000,000.00) aggregate on behalf of any Director, Officer, employee, or agent of the LACC, or on behalf of any person serving at the request of the LACC as a Director, officer, employee, or committee person, against any liability asserted against that person and incurred by that person in any such capacity or arising out of any such status with regard to the LACC whether or not the LACC has the power to indemnify that person against liability for any of those acts.

**ARTICLE NINE  
ENDORSEMENT**

All endorsement requests shall go before the appropriate committee, designated individual, or task force for review. The request shall be reviewed and submitted to the Board with a recommendation. The Board at any meeting thereof shall make a decision regarding the endorsement request.

**ARTICLE TEN  
DISSOLUTION**

On dissolution, the LACC shall use its funds only to accomplish the objectives and purpose specified in these Bylaws and no part of said funds shall inure to, or be distributed to the Members of the LACC. On dissolution of the LACC, 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 as defined in IRS Section 501(c).

**ARTICLE ELEVEN  
LIMITS OF AUTHORITY**

No action by any Member, committee, division, employee, Director or officer shall be binding upon, or constitute expression of the policy of the LACC until it shall have been approved or ratified by the Board. The Chairman shall discharge special committees 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 TWELVE  
PARLIAMENTARY AUTHORITY**

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 Charter or Bylaws of the LACC and the Texas Non-profit Corporation Act.


**ARTICLE THIRTEEN  
AMENDMENTS and REVIEW OF BY-LAWS**


These Bylaws may be amended or altered by a majority vote of the Board, providing the notice for the meeting includes the proposals for amendments. The proposed amendments or alterations shall be submitted to the Board at least ten (10) days in advance of the meeting at which they are to be acted upon.

The Bylaws shall be reviewed every three (3) years by a committee, with the committee chair appointed by the Chairman.

THESE BYLAWS WERE APPROVED AND ADOPTED BY THE BOARD OF THE LACC ON THIS 15<sup>TH</sup> DAY OF SEPTEMBER, 2011.

Acknowledged:

By:   
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Matt McCormick  
President, Acting as Secretary of the Board

By:   
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Eric Dankesreiter  
Chair of the Board of Directors