



**AMENDED AND RESTATED BY-LAWS OF THE PEARLAND  
CHAMBER OF COMMERCE**

**amended on and adopted  
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## Article I. THE ORGANIZATION

Section 1.01. **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 Pearland Chamber of Commerce.

Section 1.02. **Definitions.** Wherever the following words are used in these by-laws, they shall have the following meaning:

- (a) "Chamber" or "Chamber of Commerce" means the Pearland Chamber of Commerce.
- (b) "Board of Directors" or "Board" means the Board of Directors of the Pearland Chamber of Commerce.
- (c) "Executive Board" or "Officers" means the Executive Board of the Pearland Chamber of Commerce and is comprised of the Chair of the Board, the Chair of the Board-Elect, the Immediate Past Chair of the Board, the Vice-Chairs, the Treasurer, the Secretary and the President/CEO. The office of Treasurer and Secretary may be held by a single individual.
- (d) "Chair of the Board" means the Chair of the Board of the Pearland Chamber of Commerce.
- (e) "City" means the City of Pearland.
- (f) "Member" means a member of the Pearland Chamber of Commerce.
- (g) "Member in Good Standing" means a member of the Pearland Chamber of Commerce whose application has been accepted by the Chamber and who is current in dues and continues to support the mission of the organization as determined by the Board.
- (h) "Mail" means delivery via U.S. Postal service or electronic means.

Section 1.03. **Mission Statement and Vision.** The mission statement of the Pearland Chamber of Commerce is: "Serve business. Promote growth. Empower community." The Pearland Chamber's vision is: Unified communities with thriving businesses and extraordinary quality of life.

Section 1.04. **Purpose.** The Chamber is organized to advance the general welfare and prosperity of the Pearland area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

Section 1.05. **Area.** The general service area of the Chamber shall include the City of

Pearland and surrounding area including the counties of Brazoria, Galveston, Harris and Fort Bend.

Section 1.06. **Compliance.** The Pearland Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

Section 1.07. **Chamber Employee Conflict of Interest.** In order to best accomplish the purpose and objectives of the Chamber and prevent any conflict of interest, no paid employee of the Pearland Chamber of Commerce may seek election to or hold any public or political office. Any paid employee so desiring to run or hold political or public office must resign his/her position or terminate his/her employment.

## **Article II. MEMBERSHIP**

Section 2.01. **Eligibility.** Any person having an interest in the objectives of the Chamber shall be eligible to apply for membership. For purposes of exercising membership rights, a member is defined as single person. "Person" means an individual or a corporation, partnership, limited liability company, business trust, trust, association, or other organization, estate, government or governmental subdivision or agency, or other legal entity.

Section 2.02. **Classification.** The Chamber shall maintain the following classification of members:

- (a) Standard
- (b) Bronze
- (c) Silver
- (d) Gold
- (e) Platinum

Section 2.03. **Investment.** The amount of Chamber investment shall determine each member's classification. Investments shall be at such rate or rates, schedule or formula as the Board of Directors may from time to time prescribe. The Board of Directors shall establish the terms of payment of the annual dues investment which is non-refundable. Members, existing or prospective, may not barter a membership for in-kind services.

Section 2.04. **Member Rights.** All members, regardless of classification, enjoy the rights as prescribed in these Bylaws.

Section 2.05. **Member Benefits.** The Board of Directors shall determine the membership benefits for each classification of membership.

Section 2.06. **Application.** Application for Chamber membership shall be in writing on forms provided for that purpose and signed by the applicant or by online submission. Membership shall only become effective upon payment of the regularly scheduled investment as provided in Section 2.03.

Section 2.07. **Termination.** The membership shall continue until terminated in one of the following ways:

- (a) Resignation in writing by the member.
- (b) Termination for nonpayment of dues after ninety (90) days.
- (c) Termination by the Board for conduct that violates the by-laws or is prejudicial to the objects and purposes of the Pearland Chamber of Commerce, after notice to the member and an opportunity afforded for a hearing under procedures determined by the Board.
- (d) Death of the member, if the member is an individual.
- (e) Dissolution of the Chamber of Commerce.

Section 2.08. **Non-Transferable.** Except as provided herein, 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 notification to the Chamber. In the event of the sale of a member business organization, membership may be assumed by the purchasing business for the remainder of the membership year.

Section 2.09. **Exercise of Privileges.** Any person holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its investment, and shall have the right to change its membership representative upon written notice.

### **Article III. MEMBER MEETINGS**

Section 3.01. **Annual Meeting.** The Chamber shall hold an annual meeting. The Board of Directors shall determine the time and place of such annual meeting. Notice of the annual meeting shall be delivered to the Members in accordance with Texas law and these Bylaws.

Section 3.02. **Membership Meetings.** General meetings of the chamber may be called by the Chair of the Board or upon petition in writing of twenty-five percent (25%) of members in good standing:

- (a) Notice of special meetings shall be mailed, faxed or emailed to each Member at least five (5) days prior to such meetings;
- (b) Committee meetings may be called at any time by the Chair of the Board, respective department Vice-Chair, or by a Committee Chair.

Section 3.03. **Quorum.** When a meeting of the general members has been properly noticed, 10 percent of members in good standing and present at the meeting shall comprise a quorum. A majority vote of members in good standing present at the meeting at which a

quorum is present shall be sufficient to constitute an act of the membership.

Section 3.04. **Voting.** In any proceeding in which member voting is called for, each member in good standing shall be entitled to cast one (1) vote.

Section 3.05. **Notices, Agenda, Minutes.** Written notice of all chamber meetings must be given at least five days in advance unless otherwise stated. An agenda and minutes must be prepared for all meetings.

#### **Article IV. BOARD OF DIRECTORS**

Section 4.01. **Composition and Terms of the Board of Directors.** The Board of Directors shall be composed of the following:

- (a) *Elected Directors.* Fifteen (15) elected members, one-third (1/3) of whom shall be elected annually to serve for three (3) years.
- (b) *One-Year Appointees.* Subject to the approval of the Elected Board, the incoming Chair of the Board may appoint two (2) One-Year Appointee Directors to serve one year terms.
- (c) *Past Chair.* The Past Chair of the Board shall serve as a member of the Board for one (1) year.

All Directors must be members or employed by a member of the chamber. A director may not serve two consecutive elected or appointed terms. However, a One-Year Appointee may be subsequently elected to a three (3) year Elected Director term.

No chamber member may employ two (2) member of the Board of Directors, unless the remainder of the Board of Directors approves through majority vote. If a Director changes employment to a chamber member who currently has an employee Director, the remainder of the Board of Directors may approve the continuation of both Directors through a majority vote. However, in no event may two (2) Directors employed by the same chamber member serve beyond December 31 of the current year.

No member of the Board who has served a full Elected Director three (3) year term will be eligible for re-election until at least one (1) year has elapsed since their Board service ended. However, Members elected to Chair of the Board or Chair of the Board-Elect may continue to serve in those positions until their Board Officer tenure has elapsed.

Section 4.02. **Composition of the *Ex Officio* Members of the Board.** The Chamber shall have two types of *Ex Officio* members to the Board of Directors – Public Official *Ex Officios* and Advisory *Ex Officios*.

- (a) *Public Official Ex Officios.* The Chair of the Board may appoint Public Official *Ex*

*Officio* Members of the Board with majority approval by the Board of Directors. These Directorships shall have all the rights of Directorship except the right to vote on matters brought before the Board of Directors.

- (b) *Advisory Ex Officios*. The Chair of the Board may appoint two (2) Chamber members as *Advisory Ex Officio* members to the Board of Directors. These Directorships must be from existing Members and shall not be exempt from fee and dues. These Directorships shall have all rights of Directorship to the Board of Directors except the right to vote on matters brought before the Board of Directors.

In addition, the President/CEO of the Chamber shall serve as an *Advisory Ex Officio* member of the Board of Directors.

Section 4.03. **Director Compensation and Expenses.** Directors as such shall not receive any compensation for their services to the Chamber. Directors may be reimbursed for reasonable and necessary expenses spent on behalf of the Chamber. The President/CEO may approve Director expenses up to \$250. The remainder of the Board of Directors must approve expenses over \$250.

Section 4.04. **Nominating Committee for Directors.** No later than the regular July meeting of the Board, the Chair of the Board Elect shall appoint, subject the approval of the Board of Directors, a nominating committee of five (5) members of the Chamber.

The Nominating Committee shall consist of the Chair of the Board, the Chair-Elect of the Board, two (2) non-retiring Directors, and two (2) Members at large. The Chair-Elect will serve as Chair of the Nominating Committee. The President/CEO and Chair of the Board shall serve as ex-officio members of the committee. However, the Chair of the Board may vote on a selection to break a tie.

Prior to the August Board meeting, the nominating committee shall present to the President/CEO a slate of candidates for the Board of Directors. Each candidate must be an Member in good standing and must have agreed to accept the responsibility of a directorship.

Upon receipt of the report of the Nominating Committee, the President/CEO shall submit the list of candidates to the Board of Directors at the August board meeting. Upon Board approval, the list of candidates (in alphabetical order) shall be immediately mailed to each Member of the chamber in good standing with procedures for the right of petition to nominate additional candidates.

Additional names of candidates for directors may be nominated by petition bearing the signatures of at least twenty-five (25) Members. Petitions for nominations shall be filed with the Nominating Committee no later ten (10) days after the list of candidates has been mailed to the Membership. The Nominating Committee shall review any petitions it receives for compliance



with these Bylaws. The Nominating Committee, in its sole discretion, shall determine the validity of a nomination by petition.

If no petition is filed within the designated period, the nominations shall be closed and the slate of five (5) candidates shall be declared elected by the Board of Directors at its regular September Board Meeting.

If a valid petition is filed, the names of all candidates shall be arranged on a ballot in alphabetical order. Members may then vote on a number of candidates up to, but not to exceed, the number of open Board positions. The President/CEO shall mail this ballot to all eligible Members at least 15 days before the regular September Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within ten days. The Board of Directors shall at its regular October Board meeting declare and confirm the candidates with the greatest number of votes elected.

**Section 4.05. Installation of Directors.** All newly-elected and appointed Board members shall be given the oath of office at the December Board meeting and seated at the regular January Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of their term.

**Section 4.06. Vacancies.** A member of the Board of Directors who is absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board. The remainder of the Board may excuse a Board member's absence upon written showing of good cause and affirmative vote of the remainder of the Board.

The Chair of the Board shall call for nominations for a Member to replace a vacant Board position and may nominate a Member him or herself. An approval by a majority vote of the Board of Directors, shall elect a nominee for the unexpired term created by the vacancy.

**Section 4.07. Duty of Board.** The Board is responsible for establishing procedure, formulating and adopting policy of the Chamber. These policies shall be maintained in a policy manual, which shall be reviewed annually and revised as necessary. The Board may exercise all such powers of the Chamber and do all such lawful acts and things as are directed or required to be exercised or done by statute, the Articles of Incorporation, or these Bylaws.

**Section 4.08. Conflicts of Interest.** It is in the best interest of the Pearland Chamber of Commerce to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. For more information, please refer to the Pearland Chamber of Commerce Business Conduct Policy for further guidance and definitions.

All individuals within the organization, including board of directors, officers, employees and committee members are required to sign a Business Conduct Policy.

Section 4.09. **Conflict of Interest Regarding Political Candidacy and Political Appointments.** If a Chamber Board Member files as a candidate for any elected office of any governmental entity or is appointed to a public board of a governmental entity, such Board Member shall be considered “inactive.” An inactive board member shall not:

- (a) vote on any matter at any meeting of the Board or Executive Board;
- (b) call any special meeting;
- (c) place an item on a board or executive board meeting agenda; or
- (d) count toward the quorum requirement.

The Executive Board shall review the potential conflict of interest an Inactive Board Member presents. This review shall take into account the board to which the Inactive Board Member has been appointed and that board’s relationship with the Chamber. The Executive Board, on an affirmative vote, may recommend: 1) to reinstate the Inactive Board Member to full Board status if the Executive Board believes no conflict exists; or 2) to remove the Inactive Board Member because of the conflict of interest. The Board of Directors shall vote on the Executive Board’s recommendation regarding the potential conflict of interest for the Inactive Director.

Section 4.10. **Confidentiality.** Chamber Board Members will from time to time come to know information that, if revealed to outsiders, or even to Chamber members, could be highly embarrassing to a Chamber member or staff member, harmful to the interests of the Chamber, or even create legal liability for the Chamber. For more information, please refer to the Pearland Chamber of Commerce Business Conduct Policy for further guidance and definitions.

Section 4.11. **Representation of the Chamber.** Except for limitations expressed in these Bylaws, only the President/CEO and Chair of the Board may sign contracts, correspondence, and other documents or speak to the media or any public agency, governmental official, or community organization on behalf of the Chamber. Other Chamber Board Members, Chamber members or Chamber staff may only do so upon the express direction by the President/CEO or Chair of the Board, or upon a resolution of the Executive Board or Board of Directors. Under no circumstances shall any Board member, Chamber member or staff member endorse any product, service, community organization, political candidate or ballot initiative on behalf of the Chamber or use or permit the Chamber’s letterhead or other insignia to be used for such purposes.

Section 4.12. **Regular and Special Meetings.** The Board of Directors shall meet in regular session once each month on such date as the Board may determine.

Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place within Brazoria County, Texas as the place for holding any special

meetings.

Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written notice delivered personally or sent by mail, facsimile transmission, or e-mail to each Director at his address as shown by the records of the Chamber. If mailed, such notice shall be deemed to be delivered when deposited in a United States Post Office mail receptacle so addressed with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is sent and cleared from the chamber's outbox. The purpose or business to be transacted at any specially called meeting must be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

Section 4.13. **Placement of Agenda Items.** To place an item on the agenda either the President and CEO or the Chair of the Board must be notified by the applicant within the first week of the month preceding the next board meeting. The applicant must provide the issue, supporting documents, contact information, time required by the Board, fiscal ramifications and the desired action of the Board.

The Chair of the Board shall determine if the issue should go through a Committee meeting or an Executive Board meeting prior to being placed on the Board agenda. The Chair of the Board shall have sole discretion to add or remove an item on the agenda unless a written petition seeking Board consideration of the issue and executed by not less than five (5) current Board Members is submitted to the Chair of the Board to overturn a determination that an issue not be placed on the Board agenda.

Section 4.14. **Quorum of the Board.** Except as required below or by federal, state, or local law, a simple majority of the Board of Directors shall constitute a quorum for the transaction of. A super-majority, defined as at least 2/3 of the Board of Directors, shall constitute a quorum when considering:

- (a) the sale or purchase of real property; or
- (b) the election of officers.

The majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Any action of the Directors may be taken without a meeting if consent in writing setting forth the action shall be signed by a majority of the Directors. The written consent may be in multiple counterparts. A facsimile or e-mailed transmission of a signed consent is as valid as an original signed consent.

Section 4.15. **Voting by Electronic Media or Teleconference.** The Chair of the Board may initiate a vote via electronic media or teleconference for the Executive Board or the Board of Directors when he or she deems a matter urgent and requires a vote prior to the next Executive Board or Board of Directors meeting.

To initiate a vote under this Section:

- (a) The President/CEO on behalf of the Chair of the Board shall send a notification via electronic media to the Executive Board or the Board of Directors stating the reason for calling the vote and outlining the matter to be voted upon. The standard procedure for making a motion and a second to the motion shall be followed;
- (b) The President/CEO on behalf of the Chair shall set forth the guidelines for each matter being voted upon including the date and time votes need to be received and shall allow reasonable time for responses and/or discussion;
- (c) Each voting member shall communicate his or her vote to the President/CEO on behalf of the Chair and to the Executive Board or Board of Directors via electronic media. The Chair shall tally the votes and announce the results of the vote along with a list showing the vote of each voting member of the Executive Board or Board of Directors; and
- (d) The President/CEO shall verify a quorum was established.

Voting under this Section shall be for a single item only. Additional items shall each have a separate electronic vote conducted pursuant to this Section.

Section 4.16. **Indemnity.** To the maximum extent allowed by and pursuant to the procedures set forth in Texas law, including Chapters 8 and 22 of the Texas Business Organizations Code, the Chamber may, by resolution of the Board, indemnify a director, officer, committee member, employee, or agent of the Chamber who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of its, his or her official capacity in the Chamber. The Chamber may purchase and maintain at its expense, insurance on behalf of such persons to the fullest extent permitted by applicable law.

## **Article V. BOARD OFFICERS**

Section 5.01. **Nominating Committee for Board Officers.** During or prior to the September Board meeting, each in-coming Director shall complete a questionnaire indicating his or her willingness to serve as a Board officer. At the September board meeting, the Chair of the Board-Elect serves as the chairperson of the Officers Nominating Committee and shall appoint additional committee members comprised of three (3) Directors in good standing who will remain on the Board of Directors in the subsequent term, the current Chair of the Board, and the President/CEO. The Officers Nominating Committee shall nominate from the in-coming Directorate a slate of officers for the coming year. The Chair of the Board may only vote on nominees in the event of a tie. The President/CEO does not vote on officer nominees.

**Section 5.02. Time of Election.** At the October Board meeting, the new Board of Directors shall elect the Chair of the Board-Elect, a Treasurer, a Secretary, and as many Vice-Chairs as deemed necessary to conduct the activities of the Chamber. The office of Secretary and Treasurer may be combined.

**Section 5.03. Term of Board Office and Vacancy.** All officers shall take office on the first day of the new fiscal year and shall serve for one (1) year or until their successors are selected and qualified. In the event of a vacancy in any of the offices, the Board may fill said vacancy by appointment by the Chair of the Board with a majority vote of the Board. The appointed officer shall serve the office for the unexpired portion of the predecessor officer's term. Election or appointment of a director to the Executive Board shall not vacate that person's position as an elected or appointed director. Officers shall be voting members of the Board of Directors. The Chair of the Board and Chair of the Board-Elect positions are not subject to the term limitations. The President/CEO will act as an *ex officio* to the Executive Board.

**Section 5.04. Duties of Board Officers.** Board Officers (the "Executive Board") shall have the following duties:

- (a) **Chair of the Board.** The Chair of the Board serves as the chief elected and top-ranking officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board, and Executive Committee. The Chair of the Board shall, with the advice and counsel of the President/CEO, assign Vice Chairs to divisional or departmental responsibility subject to the approval of the Board. The Chair of the Board shall, with the advice and counsel of the Vice Chairs and President/CEO, determine all committees, select all committee leaders, subject to approval of the Board. The Chair of the Board is considered the "president" of the Chamber as that term is used in Chapter 22 of the Texas Business Organizations Code. The Chair of the Board will serve as head of the Executive Board.
- (b) **Chair of the Board-Elect.** The Chair of the Board-Elect shall exercise the powers and authority and perform the duties of the Chair of the Board in the absence, refusal, or inability of the Chair of the Board to serve.
- (c) **Vice Chairs.** The Vice Chairs shall direct the work of the committees, divisions, and subsidiary corporations assigned to them.
- (d) **Treasurer.** The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for its proper disbursement. Such funds shall be kept on deposit in financial institutions or if otherwise invested, the investment must be approved by the Board. Unless otherwise authorized by the Board, checks over \$2,500.00 are to be signed by the Treasurer and by the President/CEO, or such financial obligations shall be signed by any two (2) officers listed on the Chamber's bank signature card. The Treasurer shall cause monthly financial reports to be made to the Board.

- (e) Secretary. The Secretary shall: (a) Give or cause to be given all notices as provided in the Bylaws or as required by law; (b) Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records; (c) Maintain custody of the corporate records and of the seal of the Chamber; (d) Keep a register of the mailing address of each Director, officer, and employee of the Chamber; (f) Perform duties as assigned by the Chair of the Board or by the Board of Directors; and (g) Perform all duties incident to the office of Secretary. The office of Treasurer and Secretary may be combined.

Section 5.05. **Powers of the Executive Board.** The Executive Board shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions.

Section 5.06. **Meetings.** The Executive Board shall meet from time to time as called by the Chair of the Board or any three members of the Executive Board.

Section 5.07. **Composition of Executive Board.** The Executive Board of Directors shall be made up of the Chair of the Board, Chair Elect of the Board, Vice Chairs of the Board, and Secretary/Treasurer. No chamber member may employ more than one (1) member of the Executive Board.

## **Article VI. COMMITTEES AND DIVISIONS**

Section 6.01. **Committees.** The Chair of the Board, by and with the approval of the Board, may create such ad hoc committees as deemed necessary to carry out the programs of the Chamber. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board.

Each committee shall submit its choice for committee chairperson to the incoming Chair of the Board. Notwithstanding the committee's choice for chairs, the Chair of the Board, by and with the approval of the Board, shall appoint all committee chairpersons. Committee chair appointments shall serve concurrent with the term of the appointing Chair of the Board, unless a different term is approved by the Board.

Section 6.02. **Divisions.** The Board may create such divisions, bureaus, departments, councils or subsidiary corporations as it deems advisable to handle the work of the chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and programs of such divisions, including collection and disbursements of funds. No action or resolution of any kind shall be taken by divisions, departments, councils or subsidiary corporations having bearing upon or purporting to be the act of the Chamber, unless approved by the Board of the Chamber.

Section 6.03. **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.

Committees and/or divisions shall be discharged by the Chair of the Board 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 committees and/or divisions.

Section 6.04. **Termination of Status.** The Board of Directors, in its sole discretion, may terminate the existence of or its relationship with any of the divisions, bureaus, departments, counsels, subsidiary corporations or committees. The Board may, according to applicable law, combine, reorganize, or redefine any of such entities as the Board deems to be in the best interest of the Chamber.

Section 6.05. **Standing Committees.** The Board of Directors shall have the following standing committees:

- (a) *Audit Committee.* The Chair-Elect, Treasurer and Secretary serve on the Audit Committee. This committee is responsible for soliciting proposals/bids from qualified auditing firms at least every three (3) years. The Audit Committee will select and recommend an audit firm prior to the end of the fiscal year for Board approval.
- (b) *Executive Compensation Committee.* The Executive Compensation Committee shall consist of the Chair of the Board, Chair of the Board-Elect, Past Chair, Secretary and Treasurer.
  - (i) Purpose and Responsibilities. The purposes and responsibilities of the Executive Compensation Committee are to:
    - 1) Set the standards for President/CEO performance evaluation;
    - 2) Evaluate the performance of the President/CEO;
    - 3) Determine all compensation related issues pertaining to the President/CEO, including but not limited to salary, performance bonus, and benefits.;
    - 4) Annually review and approve chamber goals and objectives relevant to President/CEO compensation, evaluate the President/CEO's performance based on those goals and objectives, and determine and approve the President/CEO's compensation based on this evaluation.
  - (ii) Compensation Benchmarking. At least once, every 3 years or more frequently as the need arises, utilize benchmark data to evaluate the then

current total compensation package for the President/CEO ensuring it is competitive for a Chamber of Commerce or similarly sized not-for-profit organization.

## **Article VII. CHAMBER OFFICERS**

Section 7.01. **Chamber Officers and Authority.** The Chamber shall maintain at least the following officers with the requisite authority:

- (a) President/CEO. The President/CEO shall be the chief administrative and executive officer. The President/CEO shall prepare, or cause to be prepared, all Board notices, agendas and minutes of meetings of the Board.

The President/CEO shall serve as advisor to the Chair of the Board and shall assemble information and data and cause to be prepared special reports as directed by the program of the chamber.

The President/CEO or his/her designee shall be a member serving as a liaison to of the Board of Directors, the Executive Board, nominating committees and all chamber committees.

The President/CEO shall be responsible for administration of the Chamber Business Plan in accordance with the policies and regulations of the Board of Directors.

The President/CEO shall be responsible for hiring, discharging, directing and supervising all Chamber employees.

The President/CEO shall be responsible for the preparation of an operating budget covering all activities of the chamber, subject to approval of the Board of Directors. The President/CEO shall also be responsible for all expenditures with approved budget allocations.

- (b) As deemed necessary for the efficient operation of the Chamber, the Board of Directors shall approve job descriptions for such Vice Presidents.

Section 7.02. **Limitations on Authority.** Except in an emergency, defined below, no Chamber Officer shall execute any agreement, contract, bond, mortgage and other instrument which would be binding upon the Chamber and which requires the expenditure of more than \$2,500 of Chamber funds without the approval of the Board of Directors. A specific budget line item in a Board of Director's approved budget is deemed to be such approval.

An emergency is defined as a case of grave necessity to meet an unusual and unforeseen condition that could not have been included in the Chamber's budget through the use of



reasonably diligent thought and attention. If an emergency arises, the Chamber Officer seeking the expenditure must obtain the written approval of the Chair of the Board or Chair of the Board-Elect prior to authorizing the expenditure.

#### **Article VIII. FINANCIAL**

Section 8.01. **Bonding.** The President/CEO 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 and paid for by the Chamber. The fiscal year of the Pearland Chamber of Commerce begins January 1st of each year and ends the following December 31st.

Section 8.02. **Budget.** As soon as possible after the election of the new Board of Directors and officers for a fiscal year, the Executive Board shall submit a budget for the forthcoming year to the Board of Directors for adoption.

Section 8.03. **Revenues and Disbursements.** Upon approval of the budget, disbursements may be made on accounts and expenses provided for in the budget without additional approval by the Board.

The President/CEO is authorized to exceed individual budgeted line items and to make non-budgeted purchases not to exceed \$2,500 so long as the overall budget is not exceeded without prior approval of the Board of Directors for the benefit and best interest of the organization. Such expenditures shall be reported on the next monthly financial report.

Section 8.04. **Annual Audit.** The year-end financial statements and accounts of the Chamber of Commerce shall be audited on an annual basis. The annual report shall at all times be available to members of the organization for review within the office of the chamber.

Section 8.05. **Capitalization of Assets.** The Pearland Chamber of Commerce shall capitalize all expenditures in excess of \$2,000 for property and equipment at cost. All expenditures below this amount will be expensed.

Section 8.06. **Restriction of Net Assets.** By March 31st of each subsequent year, the Board of Directors shall determine the amount of net income, if any, from the preceding year to allocate to Restricted Net Assets with the remainder to be allocated to Unrestricted Net Assets.

#### **Article IX. PARLIAMENTARY PROCEDURE**

Section 9.01. **Parliamentary Authority.** The proceedings of the Chamber shall be governed by and conducted according to the latest edition of Robert's Rules of Order, except as otherwise provided herein or as may be determined by the Board of Directors.

#### **Article X. AMENDMENTS**

Section 10.01. **Amendments.** These by-laws may be altered, amended or repealed and

new by-laws may be adopted by a two- thirds (2/3) vote of the Board of Directors, or by a majority vote of those members present at any regular or special membership meeting of the Pearland Chamber of Commerce, provided notice of the meeting includes the proposals for such changes. Proposed changes shall be submitted to the Board or the members in writing at least ten (10) days in advance of the meeting at which they are to be considered.

#### **Article XI. DISSOLUTION**

Section 11.01. **Dissolution.** Upon dissolution, all Chamber assets shall be distributed to one or more charitable, educational, scientific or philanthropic organization(s) qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code, or, as permitted by the Treasury Regulations governing the Chamber, to one or more organizations qualified as exempt from taxes under of the Internal Revenue Code that serves similar purposes as this Chamber. Any recipient organization and the manner and extent of distribution shall be determined by the Board of Directors according to Texas law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Chamber is then located, exclusively for such purposes or to such organization or organizations (or to the federal government, or to a state or local government, for a public purpose), as said Court shall determine.

#### **CERTIFICATE OF SECRETARY**

I hereby certify that I am the duly elected and acting Secretary of the Chamber and that the foregoing Bylaws constitute the Bylaws of the Chamber as duly adopted and made effective by the Board of Directors at a meeting held on this — day of \_\_\_\_\_, 2019.

DATED: \_\_\_\_\_

\_\_\_\_\_  
Scott Youngblood  
Secretary of the Corporation

## Amendment History

<u>Action</u>	<u>Date</u>
Mission Statement Revised & Adopted	December 17, 2021
Amended and Adopted	December 17, 2021
Amended and Adopted	September 17, 2021
Amended and Adopted	November 20, 2020
Amended and Adopted	May 17, 2019
Amended and Adopted	June 15, 2018
Amended and Adopted	January 19, 2018
Amended and Adopted	December 15, 2017
Amended and Adopted	July 17, 2015
Amended and Adopted	June 19, 2015
Amended and Adopted	December 19, 2014
Mission Statement Revised & Adopted	December 19, 2014
Amended and Adopted	May 23, 2014
Amended and Adopted	August 23, 2013
Amended and Adopted	May 24, 2013
Amended and Adopted	December 14, 2012
Amended and Adopted	February 24, 2012
Amended and Adopted	December 18, 2009
Amended and Adopted	June 19, 2009
Amended and Adopted	September 26, 2008
Amended and Adopted	September 22, 2006
Amended and Adopted	March 24, 2006
Amended and Adopted	December 16, 2005
Amended and Adopted	April 16, 2004
Amendment to Chamber Name Adopted	December 19, 2002
Mission Statement and Board Addendum Adopted	December 15, 1995
Amended and Adopted	July 1989
Adopted	March 11, 1988

## APPENDIX A

### TIME SCHEDULE FOR ELECTION AND ORIENTATION OF OFFICERS AND DIRECTORS

This time schedule is designed for a fiscal year beginning in January and concluding in December.

<b>Lead Time</b>	<b>Months Prior to New Board Taking Office</b>	<b>Action to Take</b>
6 months	July	Chair of the Board appoints Nominating Committee with Board's approval at regularly scheduled Board meeting. (Section 4.04).
5 months	August	Nominating Committee presents (single slate) to Directors. (Section 4.04) Immediate notice of slate is given to the membership and right of petition explained. Petitions must be received within ten (10 days of notice. (Section 4.04).
4 months	September	Election of Directors at regularly scheduled Board meeting. (Section 4.04).
4 months	September	Chair of the Board appoints Officers Nominating Committee with Board's approval at regularly scheduled Board meeting. (Section 5.02).
3 months	October	Slate of Officers submitted to the Board for approval. Combination of existing and new board members. Retiring board members cannot vote on election of officers, new board members can vote only on election of officers.
3 months	November	Chair-Elect plans Business Plan Retreat
3 months	October	Committees submit choice for chairperson to Chair-Elect
2 months	November	Executive Board prepares budget for the new year
1 month	December	Board approves and adopts new budget
1 month	December	Orientation of new officers and directors; appointment and orientation of new committee Chairs, committee members and other action groups.
	January	New officers and Board of Directors take office. Committees and other action groups begin work
	January	Secretary chairs review of By-Laws and Policies and Procedures makes recommendation for changes.