

Princeton Area Chamber of Commerce  
Princeton, Texas  
Constitution and ByLaws

(as amended by the board of DIRECTORS JULY 28, 2005)

Article I.

GENERAL

Section 1. NAME. The title and name of this organization shall be the Princeton Area Chamber Of Commerce hereinafter referred to as the Chamber.

Section 2. OFFICE. The principle office of the Chamber shall be in the City of Princeton, Collin County, Texas.

Section 3. FISCAL YEAR The fiscal year of the Chamber shall be from January 1 through the last day of December succeeding.

Section 4. OBJECTIVE. The objective of the Chamber shall be the following:

- a) to promote the Civic, Commercial, Industrial, and Agricultural interests of the City and Collin County;
- b) to aid in the development of all legitimate enterprises designed for the betterment of the community; and,
- c) it shall stand for local harmony and shall be non-profit, non-sectarian in its activities.

Article II.

MEMBERSHIP

Section 1. Types of Memberships. The following types or classes of membership shall be available for individuals, Corporations, or other business entities desiring to become members of the Chamber.

1. Business or Corporate Membership: Business entities, sole proprietorships, Corporations, Partnerships, and other forms of eligible organizations may apply for membership. The business or company shall apply for and be granted, if approved, a Business Membership. This membership shall be in the company or business name.

2. Associate Business or Corporate Membership: Provided that the company or business has applied for, been granted and has current dues paid for a Business Membership, up to three (3) additional officers, employees, or associates of the company may become Associate Business members.

3. Individual Membership: Employees or associates of members that already have one Business membership and three Associate Business memberships may apply for and be granted an Individual membership. However, the total number of memberships of any one company shall not exceed ten percent of the total membership of the Chamber.

4. Booster Membership: Any other person desiring to support the activities and programs of the Chamber may become a Booster member. A person eligible for membership under one of the membership classes above may not become a Booster member.

Section 2. Privileges of Membership.

Business Membership: An individual holding a Business membership shall be eligible to hold office, including the executive office of President or Vice President, and shall be eligible to one vote in Chamber affairs.

Associate Business Membership: An individual holding an Associate Business membership shall be eligible to hold office, except the executive offices of President or Vice President, and shall be eligible to one vote in Chamber affairs.

Individual Membership: An individual holding an Individual Membership shall be eligible to hold the office of Director and shall be eligible to one vote in Chamber affairs.

Booster Membership: An individual holding a Booster membership shall not be eligible to hold office or to vote on Chamber affairs.

Section 3. DUES. The membership fee structure shall be reviewed annually by the Board of Directors and subject to change. Any modifications in the membership dues shall be made no later than September 1<sup>st</sup>. Membership dues will be assessed in accordance with the type of membership purchased and shall be due and payable annually. No member may exercise the privileges of membership unless dues are paid and current. For new memberships purchased after the last day of January, said dues shall be prorated on a monthly basis.

Section 4. APPLICATION FOR MEMBERSHIP. Application for membership shall be on uniform, printed form, signed by the applicant and referred to the Board of Directors or Advisory Committee, which shall, after due investigation as to eligibility, fitness, etc., declare the applicant elected, unless said Board or Advisory Committee, for cause deemed by it sufficient, shall reject the applicant.

Section 5. DELINQUENT MEMBERSHIPS. Any member whose dues remain unpaid ninety (90) days after maturity shall be reported to the Board or Advisory Committee which may declare such member delinquent. A bill covering the unpaid dues and a copy of this section shall be mailed to such member. If the dues remain unpaid for a period of thirty (30) days after the mailing of the bill and notice, the delinquent member shall be dropped from membership and notice of this fact may be printed in the official publication of the Chamber.

### Article III.

### DIRECTORS

Section 1. MANAGEMENT. The government of the Chamber, the direction of its work, and the control of its property and finances shall be vested in a Board of Directors, hereinafter referred to as the Board, consisting of nine members, three of which shall be elected from the membership each year, to serve for a term of three years.

Section 2. EX-OFFICIO. The retiring President shall automatically become an ex-officio member of the Board for a period of one year immediately following completion of his/her term of office as President and shall retain applicable Director's voting privileges.

Section 3. Nominating Committee. On or before October 1 of each year, the President shall name a Nominating Committee consisting of five members of the Chamber, none of who shall be a Director of the Chamber, to nominate five members for a term of three years each. The Nominating Committee shall file its report with the Secretary not later than October 10, showing the names of the five members nominated. The Secretary shall at once notify the members of their nomination. If there be no objection or decline from the members so nominated within ten days, their names and business connections shall be placed alphabetically on the official ballot. Should any member object to his/her name being placed on the ballot, the Nominating Committee should be called upon to supply additional names to take the place of those declining. Not later than October 25, the Secretary shall prepare and mail to the membership the official ballot showing the names of the five members proposed and providing three blank spaces for use of the members desiring to vote for members other than those nominated. Instruction shall be given on the ballot as to the requirements for voting in conformity hereto.

All ballots, in order to be counted, shall be received by the Secretary on or before November 5, and shall contain the names of three (and only three) members shown preferences. The ballots shall remain unopened in the envelopes furnished for their return until the Nominating Committee shall meet to count the ballots. In the event the Secretary should receive a ballot in other than the official envelope and this ballot shall be opened by mistake, the Secretary shall immediately place this ballot in an official envelope and seal it to be kept with the other ballots until the meeting of the Nominating Committee. The three members receiving the highest number of votes shall be declared elected for a period of three years beginning on the day preceding the date of the forthcoming new fiscal year. The newly elected Board members shall be notified by telephone or mail. In the event of a tie vote, those who are tied shall meet at the Chamber office and draw to decide the winner.

Immediately after the three new Board members have been elected, the new Board shall meet, organize, and elect its officers. This meeting shall take place before No later than December 1 each year.

#### Section 4. DIRECTORS MEETINGS

Regular meetings: There shall be at least monthly meetings of the Board of Directors. The meetings shall be held according to a schedule set at the organizational meeting held at the beginning of each year.

Special Meetings: The President or Vice President may call a special meeting of the Board or three Directors may call a special meeting. When called by members of the Board, the purpose of the meeting shall be clearly set forth in writing and signed by not less than three members of the Board. At special meetings, only those matters for which the meeting was called may be considered.

Order of Business: The Order of Business at the meetings of the Board shall be as follows:

- a) A quorum being present, the President shall call the meeting to order.
- b) The minutes of the last meeting and those of any Advisory Committee meetings or Special Meetings shall be read or reported and considered approved if there are no corrections.
- c) Reading of communications.
- d) Report of committees.
- e) Unfinished business.
- f) New business.
- g) Adjournment.

Unless otherwise decided by the Board, Roberts Rules of Order shall govern the procedure of all meetings.

Section 5. VACANCIES. The Board shall have the power to fill all vacancies on the Board. Such appointments shall be for the unexpired term of the Director(s) replaced as provided in Article III, Section 1.

Section 6. QUORUM: No action taken at a Board of Directors meeting shall be binding and official unless at least three Directors are in attendance. When four or less Directors are in attendance at a Board meeting, only unanimous votes of the Directors present shall be considered to be official votes of the Board. When five or more Directors are in attendance at a Board meeting, a majority vote of the Directors shall constitute a binding vote and authority to take action and an official vote of the Board.

Section 7. All meetings of the Board shall be open to members in good standing.

#### Article IV.

#### ELECTIVE OFFICERS

Section 1. OFFICERS. The officers of the Chamber shall be a President, Vice President, Secretary and Treasurer. The terms of each office shall be for one year. No individual may hold the same office for more than three consecutive years.

Section 2. ELECTION OF OFFICERS. The officers of the Chamber shall be elected by the Board from their own number at the first meeting following their election, which meeting shall be held before the date of the annual membership meeting.

#### Article V.

#### ADVISORY COMMITTEE

Section 1. At the first meeting following the annual election of Directors, the President shall appoint an Advisory Committee, which shall consist of the President (who shall be Chairman), the Vice President, immediate past President, and not less than two members from the Board. The Committee shall be subject to the call of the President and shall administer the affairs of the Chamber, subject to the approval of the Board.

Section 2. When the Board is not in session, the Advisory Committee shall have full power for the Board in all matters in which the Board has authority, but minutes of all meetings of the Advisory Committee shall be kept and submitted to the Board for approval. The Secretary of the Board shall act as Secretary of the Advisory Committee. The quorum rules in Article III, Section 6 will apply.

## Article VI.

### DUTIES OF OFFICERS

Section 1. PRESIDENT: The President shall preside at all meetings of the Chamber and of its Board. He/She shall perform all duties incident to his/her office, and recommend such action as may be deemed by him/her likely to increase the usefulness of the Chamber. He/She shall sign all contracts, bonds, and other obligations in behalf of the Chamber, and perform such other duties as may be required by the Board. He/She shall be an ex-officio member of all committees.

Section 2. VICE PRESIDENT: The Vice President shall in the absence of the President perform all duties incident to the office of the President.

Section 3. SECRETARY: The Secretary shall maintain an accurate record of the proceedings of membership meetings, Board meetings, Advisory meetings, and Special meetings. He/She shall maintain all books, documents, and communications. The Secretary shall transmit and receive all correspondence internal to the Chamber, and shall receive a copy of all communications transmitted to and from the Chamber or authorized member acting on its behalf. At the expiration of his/her term of office, he/she shall deliver to the Board all books and property of the Chamber.  
A Chamber member that is NOT a director may hold the office of secretary.

Section 4. TREASURER: The Treasurer shall keep an accurate account of the funds received and deposit them in the bank designated by the Board and keep accurate account of vouchers in payment of proper obligations of the Chamber, such vouchers to be signed by him/her and countersigned by the President or Vice President before payment. At the expiration of his/her term of office, he/she shall deliver to the Board all books and property of the Chamber.

## Article VII.

### MEMBERSHIP MEETINGS AND WORK

Section 1. ANNUAL MEETING. The annual meeting of the membership shall be held prior to December 1 of each year and in such places and on such dates as may be designated by the Board. A banquet with appropriate program should be held in connection with this meeting. At the annual meeting a quorum shall consist of twenty percent of the members who are entitled to vote.

Section 2. OTHER MEETINGS. Other membership meetings may be held during the fiscal year of the Chamber at such intervals as will best serve the general interests of the organization. The Board shall provide for these meetings. Special membership meetings may be called by the President or may be ordered by a majority of the Directors if ten percent of the membership requests such a meeting. At all membership meetings, an individual member who is also an authorized representative of one or more business shall be entitled to cast a vote for each.

Section 3. SEQUENCE OF MEETING. At the annual and/or regular or called membership meetings, there shall be a general session at which business, such as the following, shall be transacted in such sequence as the President and Board shall determine:

- a) Reading of minutes of previous meeting.
- b) Reading of communications.
- c) President's address.
- d) Report of Secretary
- e) Report of Treasurer.
- f) Introduction of Officers and Directors (at annual meeting).

- g) Unfinished business.
- h) New business.
- i) Special program.
- j) Adjournment.

Section 4. MEMBERSHIP WORK. The work of the membership of the Chamber, unless otherwise specified by the Board, shall be divided into seven (7) divisions as follows:

- **AGRICULTURE.:** This shall include everything pertaining to general agriculture, livestock, poultry, dairying, and farm and ranch operations.
- **CIVIC:** This shall include all general improvement projects, including public health, education, welfare, and taxation.
- **COMMUNICATIONS:** This shall include everything pertaining to general communications, including newspapers, radio, telephone, and signs.
- **CONVENTIONS AND ENTERTAINMENT:** This shall include the securing and entertainment of conventions and receptions of distinguished individuals or groups of visitors.
- **INDUSTRIAL:** This includes assistance to established industries in the community and efforts to locate new industries of all kinds, which may be adapted to profitable operation in our community or country.
- **TRADE EXTENSION:** This shall include all efforts to promote and develop retail and wholesale trade for established businesses and professional interests in the Princeton area; also the building of goodwill and better understanding throughout our trade territory.
- **TRAFFIC AND TRANSPORTATION:** This includes all matters pertaining to railways, busses, trucks, highways, streets, and airports and air service.

Section 5. Subject to the confirmation of the Board, the President shall appoint the Chairman of each Work Division. The Division Chairman shall appoint individual member responsibilities subject to the members consent for work within the Division. The Chairman will transmit a complete updated listing of Divisional representatives and their responsibilities to the Chamber Secretary.

#### Article VIII.

#### OBLIGATION AND CONTRACTS

Section 1. All notes, contracts, or other obligations for the payment of monies made and entered into by or on behalf of the Chamber shall first be authorized by the Board and shall be signed by the Treasurer and attested by the President.

#### Article IX.

#### BUDGET

Section 1. PREPARATION. During the first and second month of each fiscal year, the President, the Chairman of the Trade Extension Division, the Secretary, the Treasurer, and other Committee or Division Chairman, as requested by the President, shall prepare a budget to be submitted to the Board for revision and approval.

Section 2. LIMITATIONS. In no case shall expenditures of the organization exceed the amount stipulated in the budget unless authorized by the Board nor any account be incurred by anyone other than the Treasurer except by specific action by the Board.

Section 3. AUDIT. Subject to the approval of the Board, the President shall name at a meeting prior to the end of the fiscal year an Auditing Committee of not less than three members. This committee shall examine and audit the books and accounts of the Treasurer at the close of the year's business and shall report its findings at the first meeting of the Board after the close of the fiscal year.

Article X.

#### AMENDMENTS

Section 1. Amendments to this Constitution may be made at any membership Meeting provided that the Board shall have approved such amendments, and provided that a copy of the proposed amendment(s) shall have been sent to each member of the organization at least thirty days prior to the day on which the vote is taken. A two-thirds vote of all Business members entitled to vote and present at the meeting of the organization shall be necessary for their adoption. For the consideration of any amendment, at least twenty percent of members in good standing must be present. A record of all amendments shall be affixed to the Constitution as printed yearly and distributed to the Board. Copies of amendments shall be sent to the members.