

**By-Laws**  
**Murphy Chamber of Commerce**  
**Murphy, Texas**

**Article I - General**

**Section 1. Name**

This organization is incorporated as a not for profit corporation under the state laws of Texas, and shall be known as the Murphy Chamber of Commerce, hereafter referred to as the Chamber.

**Section 2. Purpose**

The Murphy Chamber of Commerce is organized to advance the general welfare and prosperity of Murphy and the surrounding Collin County area so that its citizens and all areas of its business community shall prosper. All appropriate means of promotion shall be provided and particular attention shall be given to the economic, commercial, cultural, industrial, and educational interests of the area. In addition, the Chamber shall advance those programs that preserve the competitive enterprise system of business by:

- creating a better understanding and appreciation of the importance of business people and a concern for their problems:
- educating the business community and representing their interests relative to city, county, state, and national legislative activities:
- preventing or addressing controversies which are detrimental to expansion and growth of business and to the community should they arise:
- promoting business and community growth and development by: pursuing economic programs designed to strengthen and expand the income potential of all businesses within the trade area: promote programs of a civic, social, and cultural nature which are designed to increase the functional and aesthetic values of the community
- working to correct abuses which prevent the promotion of business expansion and community growth.

**Section 3. Term**

The fiscal year of the Murphy Chamber of Commerce shall be from January 1st to December 31st.

**Section 4. Anti-Trust Policy Statement**

The Murphy Chamber of Commerce is organized for the purpose stated above and not intended to, and may not, play any role in the competitive decisions of its members or their employees, or in any way restrict the competition in any aspect of the business community.

The Murphy Chamber of Commerce through this statement of policy makes it clear its unequivocal support for the policy of competition served by the anti-trust laws and its uncompromising intent to comply strictly in all respects with those laws. It is the individual responsibility of every member of the chamber to be guided by the anti-trust laws. It shall be the

responsibility of committee chairpersons and Chamber officers to assure that this policy is known and adhered to in the course of activities pursued under their leadership.

It is not the Chamber's role to act as an arbiter or judge of competitive conduct of its members. As such, this statement of antitrust policy is not a mechanism through which members should charge another member with alleged illegal action.

### **Section 5-Limitation of Methods**

The Murphy 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. The Murphy Chamber of commerce is a non-profit organization under this section of the Internal Revenue code, EIN 90-0064818.

## **Article II-Membership**

### **Section 1.Eligibility**

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

### **Section 2.Dues**

Membership dues shall be at such rate or rates, or schedules as recommended by the Board of Directors and approved. Notification of dues payable shall be made by the treasurer during the member's anniversary month of each year.

### **Section 3.Termination**

- A. Any member may resign from the chamber upon written request to the board of directors without refund;
- B. Any member shall be expelled for non-payment of dues after 90 days from the due date, unless extended otherwise for good cause;
- C. Any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

### **Section 4.Voting**

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

### **Section 5.Exercise of Privileges**

Any firm, association, corporation, partnership, or estate holding membership may nominate an individual whom the holder desires to exercise privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written request.

### **Section 6.Honorary Membership**

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The board of directors shall confer or revoke an honorary membership by a two-thirds vote.

## **Article III**

### **Section 1.Annual/Awards Meetings**

The annual award and installation of officers meeting of the corporation, in compliance with state law, shall be held during January of each year. The notice of nominees for board of directors shall be published in the chamber newsletter on the Chamber's web page.

### **Section 2.Additional Meetings**

The chairman may call general meetings of the chamber at any time or upon petition in writing of any 10 members in good standing.

- A. Notice of special meetings shall be emailed or faxed to each member at least 2 days prior to such meeting.
- B. Meetings may be called by the Chairman or by the board of directors upon written application by at least five members of the board. Notice shall be given to each director and officer at least 2 days prior to such a meeting. There shall be a meeting of the board of directors on the 1st Tuesday of each month unless a particular meeting date is changed by the board.
- C. Committee meetings may be called at any time by the Chairman or Vice-chairman of the committee.

### **Section 3.Quorums**

At any duly called General meeting of the chamber, those members present shall constitute a quorum:

The presence of 5 voting directors at a regular or duly called meeting of the board of directors shall constitute a quorum for the transaction of business.

At committee meetings, a majority of its members shall constitute a quorum except when a committee consists of more than 9 members; 5 shall constitute a quorum.

### **Section 4-Notices, Agenda, and Minutes**

Written or e-mailed notice of all chamber meetings must be given at least two days in advance unless otherwise stated. An advanced agenda and minutes must be prepared for all meetings.

Committee directors are responsible for the submission of agendas, recording of minutes and reports to the board of directors within 14 days prior to regularly scheduled meeting.

Each Committee director will coordinate the committee's activities with the Chairman of the Chamber.

## **Article IV-Board of Directors**

### **Section 1.Composition of the Board**

The board of directors of the Murphy Chamber of Commerce shall be comprised of 13 directors, one third of whom are to be elected in the annual election to serve three year terms or until their successors shall have been elected and qualified. The government and policy-making responsibilities of the chamber shall be vested in the board of directors, which shall control its property, be responsible for its finances, and direct its affairs.

### **Section 2.Nominating Committee**

In each year at the regular scheduled October meeting of the board of directors, the chairman shall appoint, subject to the approval of the board of directors, a nominating committee of 3 members of the chamber. The chairman shall also designate the director of the committee.

### **Section 3.Publicity of Nominations**

Upon approval of the report of the nominating committee by the board of directors, the chairman shall 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.

### **Section 4.Nomination by Petition**

Additional names of candidates for directors can be nominated by petition bearing the genuine signature of 10 members of the chamber. Such petitions shall be filed with the nominating committee within 10 days after notice has been given of the names of those nominated. The determination of the nominating committee as to the legality of the petition shall be final.

### **Section 5.Determination**

If no petition is filed within the designated period, the nominations shall be closed and the nominated candidates shall be elected at the February meeting. If the membership doesn't affirm, candidate ballot will be e-mailed out to each chamber member. The Ballots shall be marked in accordance with the instructions printed on the ballot and returned to the chamber within 10 days. The board of directors will then declare the candidates with the greatest number of votes elected to 3 year terms, subject to the provisions of the by-laws. In case of ties, the board of directors shall vote on the final decision.

### **Section 6. Judges of Election**

The chairman will appoint 3 judges to supervise, audit and report the results of the election to the board of directors.

### **Section 7. Seating of New Directors**

All newly elected board members shall be seated at the regular scheduled January board of directors meeting.

### **Section 8. Vacancies**

If a voting board member is absent 5 board meetings within a 12 month period or misses 3 consecutive board meetings, the board position is automatically vacated, unless the board member has an excusal from the board. The board will fill any vacancies immediately by a majority vote of the board and will be seated during the next regularly scheduled meeting.

## **Article V-Finances**

### **Section 1. Funds**

All monies paid to the chamber shall be placed in the general operating fund or such other funds as may be approved by the board of directors.

### **Section 2. Disbursements**

No obligations or expenses shall be incurred and no money shall be appropriated without prior approval of the Board of Directors. Disbursements shall be by check. Officers authorized to sign checks will be the Treasurer, Chairman and the Vice-chairman. Treasurer, Chairman and Vice-chairman may appoint another of the board in writing with authority to sign checks during absence.

## **Article VI-Dissolution**

### **Section 1. Method**

The voluntary dissolution of this not for profit corporation, should it ever occur, will be governed by the Texas statutes applicable to the voluntary dissolution of not for profit corporations at the date of dissolution.

## **Article VI I - Amendments**

### **Section 1. Procedure**

These by-laws may be amended or altered by a two-thirds vote of the members of the board present at any regular scheduled meeting, called for that purpose, provided that the board of directors have been advised in writing of the proposed amendment not less than 10 days prior to the meeting at which the action is taken.

### **Section 2. Publication**

Amendments made by the chamber must be conveyed to the membership via the web site within 30 days after the amendment is passed.

### **Section 3. Challenges**

Amendments made by the chamber may be challenged by a petition containing the signatures of 25 active members. If a petition is received, the chairman must call a general membership meeting, inform the membership of the amendment and the challenge and cause a vote on the amendment to be taken at the membership meeting.

## **Article VIII-Indemnification of officers and directors**

### **Section 1. Indemnification**

The board of directors may indemnify a person who was, is or has been threatened to be named defendant or respondent in a proceeding because the person is or was a director or officer, but only if the determination to indemnify is made in accordance with the provision of Article 1396-2.22A of the Texas Civil Statutes as amended.

## **Article IX-Parliamentary Authority**

### **Section 1. Procedure**

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 and the Texas Non-profit Corporation Act.