

BY LAWS

ARTICLE I – NAME & OBJECT

Section 1

This organization shall be called the Coldspring/San Jacinto County Chamber of Commerce of Coldspring, Texas.

Section 2

The Chamber of Commerce is organized for the purpose of promoting the economic development of San Jacinto County and its environs. The Chamber is authorized and empowered to do all things necessary to carry on and accomplish the purpose for which it is organized, including but not limited to: employ and enter into contracts with persons, partnerships, firms and corporations in furtherance of its business and purpose; to do and perform generally and anywhere all acts reasonably incident to the Chamber purposes, including the receipts and administration of any gift, funds for trust account which may be reasonable, advantageous or convenient to the carrying out of the chamber purposes and to disburse and expend the same and the income thereof for the furtherance of its business and general purpose.

Section 3

The Chamber of Commerce shall be non-partisan and non-sectarian. It shall have no part in the securing of any public office for any person.

Section 4

If the Chamber is ever dissolved for any reason, all funds and assets of said Chamber, including accrued profits and corpus contributed to the Chamber by its members, shall be donated and transferred outright to another non-profit tax exempt organization whose principal domicile is in the State of Texas, and which organization shall have as nearly similar purposes to those of the Chamber as is feasible. The non-profit tax exempt organization to receive the funds and assets of the Chamber, should it be dissolved, are to be selected by the Board of Directors.

ARTICLE II – MEMBERSHIP DUES

Section 1

All persons, businesses, associations, corporations, partnerships, organizations or estates which are interested in promoting the economic development of San Jacinto County and its environs, may become members.

Section 2

Acceptance of dues from persons, businesses, associations, corporations, partnerships, organizations or estates shall, upon approval by the Board of Directors, make that person, business, association,

corporation, partnership, organization or estate a member of the Chamber of Commerce. Membership dues investment shall be determined by the Board of Directors of the Chamber.

Section 3

Members of the Chamber must pay membership dues to the Chamber, in advance for one quarter, before being permitted to vote or exercise other privileges of the Chamber.

Section 4

Any member of the Chamber may be suspended by the Board of Directors for non-payment of dues, or for conduct unbecoming a member.

Section 5

No member shall be entitled to vote in any election if their dues are more than 30 days past due.

Section 6

After election, membership is continuous and each member will be responsible for their dues until withdrawal in writing has been received by the Manager or President, or upon suspension by the Board of Directors.

Section 7

Any member who does not pay their dues for 90 days, shall lose their membership at the end of such period, unless retained as a member by vote of the Board of Directors.

Section 8

The Chamber of Commerce shall be comprised of Active Members and Honorary Members. Men and Women of good standing interested in the promotion of the economic development of San Jacinto County and its environment shall be eligible for Active Membership. Active members shall enjoy all the rights and privileges of the Chamber, including the right to vote. Any person of distinction, who has rendered a single service to the Chamber or community at large, may be elected by the Board of Directors as an Honorary Member. Honorary Membership shall include all the privileges of Active Membership except that of holding office and voting, and shall carry with it the exemption from the payment of all fees and dues.

ARTICLE III – FISCAL YEAR

Section 1

The fiscal year of the Chamber of Commerce shall begin on January 1st of each year and end on December 31st of the same year.

ARTICLE IV – DIRECTORS

Section 1

The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of not less than seven (7) nor more than fifteen (15) members, the number of the upcoming year to be determined by the Board of Directors at their regular scheduled meeting in September of the current year.

Section 2

In the same meeting that the Board of Directors has determined the number of directors to serve for the upcoming year, the Board shall also appoint a Nominating Committee. The Nominating Committee shall consist of three members, including one Officer, one Board Member and one Non-Board Member. The committee shall meet within 15 days after their appointment and shall nominate one or more candidates for each vacancy and shall secure the permission of the candidates for their names to be placed on a ballot as candidates for election to the Board of Directors. The slate of candidates will be submitted to the Board for approval at their October meeting. Ballots shall be prepared and mailed or sent by electronic delivery to all members of the Chamber no later than November 15th containing the names of candidates and instructions for voting. The ballots shall be returned to the Chamber office no later than November 30th, the last day of voting. The Chamber Office shall hold the ballots in a safe and secure place until they are delivered to the Election Committee as hereinafter provided.

Section 3

The President shall appoint an Election Committee of three members at the regular meeting of the Board of Directors in October of each year. The members of this committee shall be members of the Chamber who are not candidates for election as directors at that time. The committee shall meet not later than the first week in December, and the Manager shall deliver the ballots then, and they proceed to count same. The candidates having the highest number of votes shall be declared elected. The result of this ballot shall be certified to by the Election Committee and delivered to the Board of Directors at the regular meeting in December.

Section 4

At the December meeting in which the election of the new Directors has been declared and immediately after they have been installed, all Directors shall meet and elect from their number a President, First Vice President, Second Vice President and Treasurer. The Board of Directors shall have the power to fill any vacancies that may occur during the year. Directors shall be elected each year to serve a term of two years.

Section 5

The Board of Directors shall set Policy and Procedures and may adopt rules and regulations for conducting the business of the Chamber.

Section 6

Members shall be limited to one vote for each individual or firm regardless of the amount of membership dues investment paid by said individual or firm.

Section 7

Special meetings of the Board of Directors may be called by the President or in the absence of the President, one of the other officers. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place, which shall be in Coldspring, Texas. The attendance of a Directors at any special meeting shall constitute a waiver of notice of such special meeting.

Section 8

At any meeting of the Board of Directors of the Chamber of Commerce, the quorum shall consist of a majority of the members of the Board of Directors.

Section 9

It shall be the duty of the Board of Directors to hold monthly meetings for the purpose of discussion of business and courses of action to be taken in behalf of the Chamber. It is required of members of the Board that they attend as many meetings as possible. Lack of attendance at three consecutive meetings shall be grounds for dismissal from the Board and replacement by the Board of Directors, except in the case of illness of the member or his immediate family.

ARTICLE V – OFFICERS

Section 1

The Chamber of Commerce shall have a President, First Vice President, Second Vice President, Treasurer, and may have a Secretary

Section 2

The President shall preside at all meetings of the Chamber and Board of Directors. He shall perform all duties incident to this office and advise such action as may be deemed by him likely to increase the usefulness of the Chamber.

Section 3

The First Vice President shall preside at all meetings of the Chamber and Board of Directors at which the President is not in attendance and shall otherwise perform the duties of the President when the President is unavailable to perform said duties. He/She shall also be responsible for appointing someone to record the minutes of all board meetings, unless a secretary is elected by the board.

Section 4

The Second Vice President shall preside at all meeting of the Chamber and Board of Directors at which the president and First Vice president are not in attendance and shall otherwise perform the duties of the president when the President and First Vice President are unavailable to perform said duties.

Section 5

The Treasurer at frequent intervals shall check with the Chamber manager on all funds of the chamber handled by the Chamber manager. He/She shall report on the financial condition of the Chamber at every board meeting present. The treasurer shall provide for an audit of the Chamber's finances which shall be available at the annual meeting.

Section 6

If the board chooses to elect a Secretary, he/she shall record all minutes of board meetings held, and type them up for review at the next board meeting.

Section 7

The Chamber Manager shall be elected by the Board of Directors and shall not be a member of the duly elected or appointed Board. He or she shall serve as Chamber Manager until such time as his or her resignation may be accepted by the Board, or his or her services are terminated by the Board. The Chamber Manager shall attend to the execution of such activities as the Board may direct. He or she shall be in charge of the property, funds, accounts and correspondence of the Chamber. He or she shall maintain an accurate report of the proceedings of the Chamber. He or she shall appoint and fix the number and compensation of other employees of the Chamber, with the approval of the Board, and shall have authority to dismiss any such employees. The compensation of the Chamber manager shall be determined by the Board of Directors and paid by the Chamber.

Section 8

The Board of Directors may contract with an individual, or hire an individual to perform the services of an Office Manager. The Office Manager may not sign checks.

ARTICLE VI – COMMITTEES

Section 1

The President shall appoint all committees, subject to confirmation by the Board of Directors.

Section 2

It shall be the function of the committees to investigate and make recommendations. They shall report to the Board of Directors. No standing or special committee shall represent the Chamber in favor of or in opposition to any project without the specific confirmation of the Board of Directors to that committee.

Section 3

Each member of the Chamber shall be given notice of every annual or general meeting, which notice shall be in writing and given at least 5 days in advance of the meeting date. With the notice shall be an agenda showing the business to be considered.

Section 4

Every member shall be entitled to speak and vote on any subject brought before the Chamber for consideration. At the discretion of the Chairman, debates may be limited.

ARTICLE VIII – PARLIAMENTARY RULES

Section 1

In all meetings of the Chamber of Commerce, the Board of Directors and committees, the proceedings shall be governed by parliamentary rules currently in common use.

ARTICLE IX – AMENDMENTS

Section 1

These By-Laws may be changed at any regular meeting of the Board of Directors, provided that notice of the proposed change has been mailed or electronically mailed to all members of the Chamber of Commerce at least twenty (20) days prior to the meeting.

These By-Laws were adopted by the Board of Directors of the Coldspring/San Jacinto County Chamber of Commerce at their regular monthly meeting February 2, 2012.