

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

**Article I – General**

**Section 1. Name**

This organization is an IRC 501(c)(6) organization 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:

- A. creating a better understanding and appreciation of the importance of business people and a concern for their problems
- B. educating the business community and representing their interests relative to city, county, state, and national legislative activities
- C. preventing or addressing controversies which are detrimental to expansion and growth of business and to the community should they arise
- D. 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
- E. 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 Chamber Officers and Directors 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 anti-trust 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 tax-exempt organization as defined in Section 501(c)(6) of the Internal Revenue Code. The Murphy Chamber of Commerce is a Not Organized for 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 60 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 general membership 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 may 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 - Meetings**

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

The annual award and installation of Chamber Officers and Directors meeting of the Chamber, 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 Chamber 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 a Chamber Officer or Director upon written application by at least five members of the Board of Directors. Notice shall be given to each Chamber Officer and Director at least 2 days prior to such a meeting. There shall be a meeting of the Chamber Officers and Directors on the 2nd Thursday of each month unless a particular meeting date is changed by the Board of Directors.
- C. Committee meetings may be called at any time by the Committee Chairman.

### **Section 3. Quorums**

At any duly called general meeting of the Chamber, those members present shall constitute a quorum.

The presence of 6 voting Chamber Officers and Directors at a regular or duly called meeting of the Board of Directors shall constitute a quorum for the transaction of business.

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

Written 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 Chairmen are responsible for the submission of reports to the Board of Directors at least 7 days prior to a regularly scheduled meeting.

Each Committee Chairman will coordinate the committee's activities with the appropriate Chamber Officer or Director.

## **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 4 Officers and not less than 6 Directors. One third of whom are to be elected in the annual election. Chamber Officers will serve a one-year term and Chamber Directors will serve two-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 Chamber Chairman shall appoint, subject to the approval of the Board of Directors, a Nominating Committee of 3 members of the Chamber. The Chamber Chairman shall also designate the Nominating Committee Chairman.

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

Upon approval of the report of the Nominating Committee by the Board of Directors, the Chamber Chairman shall expeditiously as possible, notify the membership of the names of persons nominated as candidates for Chamber Officers and Directors, as well as the rights of the membership with respect to nomination by petition.

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

Additional names of candidates, who are members in good standing, for Chamber Officers and Directors can be nominated by petition bearing the genuine signature of 10 members in good standing 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 December meeting. If the membership does not affirm, a 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 one-year terms for Chamber Officers and two-year terms for Chamber Directors, 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 Chamber 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 Chamber Officers and Directors**

All newly elected Chamber Officers and Directors shall be seated at the regular scheduled February Board of Directors meeting.

## **Section 8. Vacancies**

If a voting Board of Director member is absent 3 board meetings within a 12 month period or misses 2 consecutive board meetings, the board position is automatically vacated, unless the board member has an excusal from the board. The board should 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 in excess of the approved levels by position without prior approval of the Board of Directors. Disbursements shall be by check or debit/credit card. Authorized to sign Chamber checks and use a Chamber credit card will be the Chamber Chairman, the Vice Chairman, the Treasurer, and the Administrative Assistant. The Treasurer, Chamber Chairman and Vice Chairman may appoint another member of the board in writing with authority to sign checks during absence.

## **Article VI - Dissolution**

### **Section 1. Method**

The voluntary dissolution of this IRC 501(c)(6) organization, should it ever occur, will be governed by the Texas statutes applicable to the voluntary dissolution of IRC 501(c)(6) organizations at the date of dissolution.

## **Article VII – 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 members in good standing. If a petition is received, the Chamber 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 Chamber 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 Chamber Officer or Director, 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 By-laws of the Murphy Chamber of Commerce and the Texas Non-Profit Corporation Act.