

**GARLAND CHAMBER OF COMMERCE
AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

ARTICLE I

GENERAL

SECTION 1. INCORPORATION: This organization is incorporated as a nonprofit corporation under the laws of the State of Texas and shall be known as the Garland Chamber of Commerce (sometimes referred to herein as the or this “Corporation”). Its principal office shall be located within the corporate limits of the City of Garland, Texas.

SECTION 2. OBJECTIVES: In keeping with its commitment to servant leadership, the Garland Chamber of Commerce shall serve as the trusted unifying source for sustainable business growth in the Garland community.

SECTION 3. OBSERVATION OF LAWS; STATUS: This organization shall observe all local, state and federal laws, which apply to non-profit organizations as defined in Section 501 (c) (6) of the Internal Revenue Code. Furthermore, its activities shall be nonpartisan and nonsectarian, and the Garland Chamber of Commerce will not support or endorse any candidate for public office.

SECTION 4. FISCAL YEAR: The fiscal year of the Garland Chamber of Commerce shall begin on January 1st and end on December 31st of each calendar year.

SECTION 5. REGISTERED OFFICE AND AGENT: The registered office and agent of this Corporation shall be as set forth in its Articles of Incorporation or Certificate of Formation, as may be amended from time to time. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

SECTION 6. PRINCIPAL OFFICE: The principal office of this Corporation shall be at 520 North Glenbrook Drive, Garland, Texas 75040, provided that the Board of Directors shall have the power to change the location of the principal office.

ARTICLE II

MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP: This Corporation shall have two classes of membership: (a) Business Membership; and (b) Honorary Membership.

SECTION 2. APPLICATION FOR BUSINESS MEMBERSHIP: Any individual person or business organization of any kind, including a sole proprietorship, corporation, nonprofit corporation, partnership, limited partnership, limited liability company or association shall apply for Business

**GARLAND CHAMBER OF COMMERCE
AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

Membership by completing the required application form, signing the investment application, pledging their support of the Garland Chamber of Commerce and the policies approved by the Board of Directors (“Board”), and paying such membership fees or dues as shall from time to time be designated by the Board. If an applicant fails to adhere to these policies and is expelled or suspended for this reason or any other just cause, that applicant may appeal the expulsion or suspension according to Article IX. A Business Membership entitles the holder thereof to vote and hold office.

SECTION 3. HONORARY MEMBERSHIP: Honorary Membership may be conferred by special invitation of the Board upon an eligible individual person by a two-thirds vote of the Board of Directors. Honorary Membership must be requested by the Individual applicant, who must be retired with no business affiliation, and must have served as Chair or a minimum of one term on the Garland Chamber Board. Honorary Members are not eligible to hold any office nor shall they have voting privileges. Honorary Members shall pay reduced membership fees or dues as may be set by the Board from time to time. The Board of Directors shall confer or revoke Honorary Membership by a two-thirds vote.

SECTION 4. EXPELLING OR SUSPENDING A MEMBER: Any member may be expelled by a two-thirds (2/3) vote of the entire Board of Directors for just cause. Any member expelled for just cause may appeal according to Article IX. If any member is found to be in arrears in his/her dues for ninety (90) days, the CEO shall be required to bring this to the attention of the Board of Directors, who may remove by expulsion or suspension said member from the membership roll. Any member expelled or suspended from the roll for non-payment of dues must remain off the roll for a period of thirty (30) days. After thirty (30) days, the member may be reinstated upon payment of one year’s dues in advance. The member shall be required to pay according to the current investment level. A member may be expelled or suspended for non-payment of any monies owed to the Garland Chamber of Commerce. If a member is expelled or suspended for any just cause, all past due non-dues monies owed the Chamber must be paid before said member may be reinstated.

SECTION 5. VOTING: Each individual, firm, association or corporation member holding a Business Membership shall be entitled to cast one vote and any Business member subscribing to multiples of the minimum annual investment shall be entitled to name additional members for each multiple of the minimum annual investment up to a maximum of five (5).

SECTION 6. INVESTMENT SCHEDULE: The investment schedule of each membership (for all classes of membership) shall be recommended by the Finance Committee and approved by the Board of Directors on an annual basis. Investment shall be at such rate or rates; schedule or formula as may be reviewed annually and prescribed by the Board of Directors. Investment payments may be paid annually, semi-annually, quarterly or monthly (bank draft option).

**GARLAND CHAMBER OF COMMERCE
AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

SECTION 7. RESIGNATION: Any member may resign by filing a written resignation with the Corporation.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. BOARD OF DIRECTORS: The management and governance of the affairs of the Garland Chamber of Commerce, the direction of its work, and the control of its property shall be vested in a Board of Directors consisting of fifteen (15) elected members, five (5) whom shall be elected annually for a term of three (3) years as herein provided. As many as eight (8) additional one-year appointments to the Board may also be nominated by the Chair of the Board from among the Chamber membership. The additional one-year appointees shall be ratified by the Board at a regular Board meeting. No elected Board member shall be eligible for re-election until the lapse of one year after the end of his/her term as director unless otherwise approved on a case by case basis by the Chamber Board of Directors. Members appointed for one-year terms or those appointed to fill unexpired terms of Directors unable to finish their elected term may be elected to a regular three-year term at the end of their appointed term. The immediate past Chair of the Board shall serve one additional year as a Board member. An elected public governmental official shall not be eligible to serve on the Chamber Board of Directors as either an elected Director or an appointed Director. All Board positions, elected or appointed, shall have full voting rights. Appointees shall not be elected to hold any office. In the event that the election of a Director to the position of an Officer (Chair, Chair-Elect, Treasurer, etc.) should result in that Director serving a longer term as Director, the number of one (1) year appointments to the Board shall be limited accordingly so as to maintain but not exceed a total number of twenty-four (24) Directors.

SECTION 2. EXPELLING A BOARD MEMBER: If a member of the Board of Directors is absent from three (3) consecutive meetings of the Board, that Director shall be disqualified from membership on the Board, unless confined by illness or other absence approved by a majority vote. The Board shall be empowered to appoint a new Director to serve in the removed director's stead for the remainder of the unexpired term. Any Director may also be removed or expelled from the Board of Directors by a two-thirds (2/3) vote of the entire Board of Directors for just cause. The removed or expelled Director has the opportunity to appeal the above ruling according to Article IX.

SECTION 3. REPLACEMENT OF BOARD MEMBERS: If the seat of any member of the Board of Directors becomes vacant by reason of illness, death, resignation, retirement, expulsion or otherwise, a majority of the remaining directors shall be empowered to choose a successor, who shall hold office for the remainder of the unexpired term.

**GARLAND CHAMBER OF COMMERCE
AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

SECTION 4. BOARD MEETINGS: Meetings of the Board of Directors shall be held on a monthly basis or at other regular intervals at the sole discretion of the Chair, but not less than six (6) meetings over a twelve (12) month period. The Chair shall have the authority to cancel a regular monthly meeting or call a special meeting if reasonable, necessary, or appropriate. Regular monthly Board meetings may be held with or without notice at such time and place as may be determined by the Board. Special Board meetings may be called by the Chair if at least three (3) days' notice is given to each Director by email. Attendance at Board meetings shall be restricted to active Board members, invited guests from the Chamber, and selected Chamber staff members.

SECTION 5. VOTING REQUIREMENT: Unless a two-thirds (2/3) or higher vote is specifically required by these By-Laws, the vote of a simple fifty-one percent (51%) majority of the directors' present at a meeting at which a quorum is present shall be the act of the Board of Directors. Proxy voting by Directors shall not be allowed.

SECTION 6. QUORUM REQUIREMENT: A quorum for the transaction of business by the Board of Directors shall be fifty-one percent (51%) of the total number of Directors then qualified to vote as members of the Board of Directors.

SECTION 7. ACTION BY DIRECTORS WITHOUT MEETING: Any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Board of Directors entitled to vote with respect to the subject matter thereof, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

Any action by the Board of Directors or any committee without a meeting by less than unanimous written consent must be in strict compliance with all relevant sections of the Texas Business Organizations Code, including, but not limited to, Section 22.220 thereof (or applicable successor statute or law).

SECTION 8. VOTE BY ELECTRONIC MAIL: For the purposes of effectuating corporate action consistent with the foregoing SECTION 7. ACTION BY DIRECTORS WITHOUT MEETING, electronic mail or other electronic communications may be sent by the Corporation's authorized officer or agent to each Director or standing committee chair for approval or disapproval of action that may be need to be taken on an exigent or immediate basis without a meeting. The results of this electronic communication will be shared with all the Directors or committee members, as the case may be, and noted in the Corporation's minutes. The results of any such vote will also be memorialized in accordance with the foregoing SECTION 7. ACTION BY DIRECTORS WITHOUT MEETING and recorded in the Corporation's records.

**GARLAND CHAMBER OF COMMERCE
AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

SECTION 9. FEES AND COMPENSATION: Directors and members of committees shall serve without compensation for their services. This shall not preclude any Director from serving the Chamber in any other capacity as in an officer, agent, employee, or other capacity and receiving compensation for that service pursuant to Section 22.054 of the Texas Business Organizations Code. In no event may a dividend be paid to, and no part of this Corporation's income can be distributed to, the Corporation's members, directors, or officers.

SECTION 10. COMMUNITY MEMBER ATTENDEES: Attendance at all Board meetings shall be restricted to active Board members, invited guests from the Chamber, and selected Chamber staff, as directed by the Chair. Upon request by the Chair, the Chamber staff may invite community members to attend and speak at Chamber Board meetings.

SECTION 11. CLOSED EXECUTIVE SESSIONS: The Board may meet in Executive Session when personnel or other sensitive issues arise that require a closed meeting.

ARTICLE IV

ELECTION OF DIRECTORS

SECTION 1. ELECTION OF NEW DIRECTORS: Election of new members to the Board of Directors shall be held annually during the month of October. Election shall be completed by the end of October of each year.

SECTION 2. HOLDING ELECTION: Election of new Directors shall be by ballot. The CEO shall direct Chamber staff to email a complete ballot to each member of this Chamber. All voting is done by members marking the e-ballots and replying or printing the ballot, marking the vote, and faxing it to the Chamber.

SECTION 3. TREATMENT OF BALLOTS: All ballots received by e-mail shall be accounted for. All ballots received no later than October 31st shall be counted.

SECTION 4. COUNTING THE BALLOTS: The Chamber staff shall count the ballots. Ballots shall be kept at the Chamber office for thirty (30) days after election for examination by any member of the Chamber. After thirty (30) days, ballots shall be discarded.

SECTION 5. VOTE: A Director shall be considered duly elected if he/she receives a simple fifty-one percent (51%) majority vote of all valid ballots cast and counted. If a write-in candidate causes a tie vote, then such a tie shall be resolved in the following manner: a new ballot shall be created, listing those parties involved in the runoff, and shall be emailed to all Chamber members; the ballot will then be returned by a reasonable date established by the Executive

**GARLAND CHAMBER OF COMMERCE
AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

Committee and shall be treated and counted as set forth in Article IV, Section 3 and 4 of these By-laws.

ARTICLE V

NOMINATIONS

SECTION 1. NOMINATION OF DIRECTORS: Nominations shall be made by the Nominating Committee as hereinafter provided.

SECTION 2. APPOINTING NOMINATING COMMITTEE: The Executive Committee shall appoint a Nominating Committee by the Board meeting in August. Said committee shall consist of at least five (5) members, three (3) whom are current members of the Board of Directors, and two (2) of whom are past members of the Board of Directors. Said committee shall submit a list of nominees to the Board of Directors at the regular scheduled October Board meeting. Such list shall be duly certified by the Board of Directors. The Committee shall submit one nominee for each vacancy to be filled on the Board and shall strive to nominate no more than one candidate from each segment of the business community. There shall be a place for write-in-nominations on the ballot.

SECTION 3. ELECTION CERTIFICATION: The Executive Committee shall, forthwith, after said election, submit a written report of the results of such election to the Board of Directors.

SECTION 4. TAKING OF OFFICE: New members of the Board shall take office beginning on the first day of January of the following year.

ARTICLE VI

ELECTION AND QUALIFICATION OF OFFICERS

SECTION 1. NOMINATING OFFICERS: The Executive Committee shall submit nominations for Chair-Elect, First Vice-Chair and a Treasurer to the Board of Directors at the Board's October meeting. The Board shall vote on the nominations. Nominations may be made from the floor. Officers shall take office on the first day of January of the following year.

SECTION 2. APPOINTING VICE CHAIR: The Chair, with approval of the Board, may appoint up to five (5) Vice-Chairs among current board members.

SECTION 3. ASSUMING OF DUTIES: Officers shall assume their duties on the first day of January.

**GARLAND CHAMBER OF COMMERCE
AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

SECTION 4. QUALIFICATIONS NECESSARY TO BE CHAIR: The Chair and Chair-Elect must be the Chief Executive Officer or owner of his/her business or must obtain and submit written approval from his/her employer to serve as Chair and Chair-Elect of the Chamber.

SECTION 5. FILLING VACANCIES: The Board of Directors shall fill vacancies in officers' positions at the next meeting following the occurrence of the vacancy or as soon thereafter as reasonably practical.

SECTION 6. REMOVAL OF DIRECTORS AND OFFICERS: Any officer may be removed from office by a two-thirds (2/3) vote of the entire Board of Directors for just cause.

ARTICLE VII

DUTIES OF OFFICERS (CHAIR, CHAIR-ELECT, FIRST VICE CHAIR, IMMEDIATE PAST CHAIR, CHAIR EMERITUS, TREASURER, ASSISTANT TREASURER AND CEO)

SECTION 1. DUTIES OF THE CHAIR: The Chair shall preside at all meetings of the Chamber, Directors, and of the Executive Committee. The Chair shall have general supervision of the work of the Chamber. The Chair shall represent the Chamber at public functions. The Chair shall be an ex-officio member of all committees. The Chair shall serve for a one (1) year term.

SECTION 2. DUTIES OF THE CHAIR-ELECT: The Chair-Elect shall preside and act in the absence of the Chair. The Chair-Elect shall also assume any other duties assigned by the Chair. The Chair-Elect shall serve for a one (1) year term.

SECTION 3. DUTIES OF THE FIRST VICE-CHAIR: The First Vice-Chair shall act in the absence of the Chair and the Chair-Elect. The First Vice-Chair shall also assume any other duties assigned by the Chair. The First Vice-Chair shall serve for a one (1) year term.

SECTION 4. DUTIES OF THE IMMEDIATE PAST CHAIR: The Immediate Past Chair serves in an advisory capacity to the Chair and other officers of the Board. The Immediate Past Chair remains as one of the 24 voting Board members during his/her term of office. The Immediate Past Chair shall serve for a one (1) year term.

SECTION 5. DUTIES OF THE CHAIR EMERITUS: All past Chairs shall have the title Chair Emeritus. All former Chairs are invited to Board meetings to serve in an advisory capacity but do not have the rights and privileges of a voting member. (The Chair Emeritus is not one of the 24 Board positions.)

**GARLAND CHAMBER OF COMMERCE
AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

SECTION 6. DUTIES OF TREASURER: The Treasurer shall be responsible for overseeing all funds received and budgets set by the Chamber. The Treasurer shall report the financial condition of the Chamber during each monthly Board Meeting. The Treasurer shall lead the Finance Committee and attend a monthly meeting either in person, or by way of a conference call with Assistant Treasurer and Chamber Staff. The Treasurer shall serve for a three (3) year term.

SECTION 7. DUTIES OF ASSISTANT TREASURER: The Assistant Treasurer shall be one of the certified public accountants retained by the Chamber to handle the Chamber's accounting and bookkeeping work. The Assistant Treasurer serves in an advisory role and shall be responsible for safeguarding all funds received by the Chamber. The Assistant Treasurer shall prepare a full report of the financial condition of the Chamber from time to time as may be required by the Chair and Board of Directors. The Assistant Treasurer shall be the Custodian of all Chamber checkbooks. The accounts of the Chamber shall be audited by a separate, independent certified public accountant in February of each year. The results of said audit shall be presented for approval to the Board of Directors at the next regular Board meeting following the completion of the February audit. Throughout the year, the Assistant Treasurer shall attend a monthly meeting either in person, or by way of a conference call with the Treasurer and Chamber Staff and may attend the monthly Board Meetings as an observer/advisor. (The Assistant Treasurer is not one of the 24 Board positions, and the Assistant Treasurer shall have no voting rights or privileges.)

SECTION 8. DUTIES OF THE CEO: The Board of Directors shall employ a Chief Executive Officer (CEO) and shall fix the CEO's salary and other compensation. The Board of Directors shall define the duties and responsibilities of the CEO and shall conduct an annual performance review of said CEO, under the direction of the Chairman of the Board. The Chief Executive Officer of the Chamber may also hold the title of CEO President. The CEO, with the Board approval, may designate a President(s) to lead significant portions (including the applicable duties and responsibilities) of the Chamber organization. For purposes of the duties and responsibilities described herein, the term "CEO" shall mean both the CEO and President, at the request of the CEO and the approval by the Board of Directors. The CEO shall be a paid employee of the Chamber and ultimately responsible to the Board of Directors for the overall operations, budget, strategic plan, and key relationships. The CEO shall serve as manager and shall assist all Chamber officers in their duties. The CEO shall have charge of the management of the property, business, and affairs of the Corporation.

The CEO shall be an ex-officio member of all committees of the Chamber except the Nominating Committee. The CEO shall hire and establish compensation of other employees within the limits of the approved budget. The CEO shall have authority to dismiss any employees.

**GARLAND CHAMBER OF COMMERCE
AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

The CEO shall sign all contracts on behalf of the Chamber in accordance with sound financial basis and in accordance with the approved budget. The CEO shall work with the Treasurer to see that the Chamber is kept on a sound financial foundation. The CEO, along with the Treasurer, shall keep the Board informed about the financial condition of the Chamber. The CEO and all staff members handling funds shall be bonded in an amount commensurate with the funds in their charge.

ARTICLE VIII

COMMITTEES

SECTION 1. STANDING COMMITTEES: The three standing committees of this organization shall be the Executive, Personnel and Finance committees.

SECTION 2. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the Chair, Chair-Elect, First Vice-Chair, Immediate Past Chair, Treasurer, and up to five (5) additional Vice Chairs. The CEO shall be an ex-officio member of the Executive Committee. This committee shall have charge of all business affairs of the Chamber and shall submit recommendations to the Board of Directors for action. This committee shall employ the CEO upon the approval of the Board of Directors.

SECTION 3. PERSONNEL COMMITTEE: The Personnel Committee shall consist of the Chair, Chair-Elect, First Vice-Chair and Immediate Past Chair. The Personnel Committee shall review the personnel policies and procedures of the Chamber. They shall make recommendations to the Board, as necessary, on personnel matters. The Personnel Committee shall annually review for approval the salary and other compensation of the CEO, as well as the recommended salaries and other compensation submitted by the CEO for all other Chamber employees.

SECTION 4. FINANCE COMMITTEE: The Finance Committee shall consist of the Chair, Chair-Elect, First Vice-Chair, Immediate Past Chair, Chamber Staff and the Assistant Treasurer working with the Treasurer as the chairperson of this committee. They shall ensure that the Chamber remains in a strong financial position. They shall see that the proper financial controls are in place for all Chamber funds. They shall submit recommendations to the Board, as necessary, on financial matters. During the last quarter of each year, the Finance Committee shall submit an annual budget for the upcoming year to the Board of Directors for adoption by the Board at the first regular Board meeting of the new year.

SECTION 5. OTHER COMMITTEES: Each year, the Chair of the Board shall appoint such additional committees as the Chair, in his/her discretion and subject to Board approval, shall deem reasonably necessary or appropriate to carry out the work of the Chamber.

**GARLAND CHAMBER OF COMMERCE
AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

ARTICLE IX

FINANCES

SECTION 1: FUNDS. All money paid to the Chamber shall be placed in one or more operating funds. Reserve funds shall be deposited or invested based on approval by the Board of Directors.

SECTION 2. BUDGET. The Finance Committee shall submit an annual budget for the upcoming year during the last quarter of the year to the Board of Directors for adoption by the Board at the first regular Board meeting of the new year.

SECTION 3. AUDIT. The accounts of the Chamber shall be audited by a separate, independent certified public accountant in February of each year. The results of said audit shall be presented for approval to the Board of Directors at the next regular Board meeting following the completion of the February audit.

SECTION 4: BONDING. The Board of Directors will purchase a fidelity bond on one or more employees or officers of the Chamber. The Chamber has insurance policy for employee and/or board dishonesty in place.

ARTICLE X

APPEALS

SECTION 1. DIRECTORS: Directors removed from the Board due to missed meetings or just cause and officers removed from office for just cause may appeal to an appeals committee, appointed by the Board of Directors, of Chamber members not currently serving on the Board. This committee shall consist of no less than three (3) nor more than seven (7) members. The ruling of this appeals committee shall be accepted by the Directors and the appealing Director.

SECTION 2. MEMBERS: Members removed for just cause, non-payment of monies owed the Chamber, or a failure to uphold the purpose and By-Laws of the Chamber may appeal to an appeals committee appointed by the Board of Directors of Chamber members not currently serving on the Board. This committee shall consist of no less than three (3) nor more than seven (7) members. The ruling of this appeals committee shall be accepted by the Directors and the appealing member.

SECTION 3. REJECTION FOR MEMBERSHIP: Any business or individual rejected from membership in the Chamber for just cause may appeal to an appeals committee appointed by the Board of Directors of Chamber members not currently serving on the Board. This

**GARLAND CHAMBER OF COMMERCE
AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

committee shall consist of no less than three (3) and more than seven (7) members. The ruling of this appeals committee shall be accepted by the Directors and the appealing individual or business.

ARTICLE XI

GENERAL MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING: An Annual Meeting of the members shall be held at a time and place determined by the Board of Directors. The Annual Meeting shall be held, as soon after the first of the year as is possible to arrange, time and place to be set by the Board of Directors and notice emailed to each member at least ten (10) days before said meeting. Failure to hold the annual meeting at the designated time shall not work dissolution of the Corporation

SECTION 2. REGULAR MEMBERSHIP MEETINGS: Regular membership meetings shall be held at such intervals as the Board of Directors deems advisable for the purpose of informing the membership on programs and issues of importance to the members.

SECTION 3. SPECIAL MEETINGS: Special meetings may be called as deemed advisable by the Board of Directors, the CEO, the President, or when petitioned by members holding not less than one-tenth of the votes entitled to be cast at the meeting. Written notice of special meetings shall be delivered by email to each member at least ten (10) days prior to such meetings.

SECTION 4. QUORUM OF MEMBERS AT MEETNG: Unless otherwise provided in the Certificate of Formation or in these By-laws, members holding one-tenth (1/10th) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. Unless otherwise provided in the Certificate of Formation or these By-laws, once a quorum is present at a meeting of members, the members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Certificate of Formation or these By-laws, the members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the members represented in person or by proxy at that meeting.

**GARLAND CHAMBER OF COMMERCE
AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

ARTICLE XII

PARLIAMENTARY PROCEDURE

The proceedings of the Chamber meetings shall be generally governed by and conducted according to the latest edition of Roberts Rules of Order, as revised from time to time.

ARTICLE XIII

INDEMNIFICATION AND INSURANCE

SECTION 1. INDEMNIFICATION:

This Corporation shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

SECTION 2. INSURANCE:

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Corporation. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to

**GARLAND CHAMBER OF COMMERCE
AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE XIV

APPLICATION & DISTRIBUTION OF PROPERTY UPON WINDING UP AND TERMINATION

Upon dissolution or winding up the affairs of the corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be applied and distributed in a manner consistent with section 22.304 of Texas Business Organizations Code (as may be amended from time to time), with any remaining property distributed under a plan of distribution pursuant to applicable law only for tax exempt purposes to one or more charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XV

AMENDMENTS

The Board of Directors may amend or repeal these By-laws or adopt new By-laws. The members may amend or repeal these By-laws or adopt new By-laws even though the By-laws may also be amended, repealed, or adopted by the Board of Directors. These By-laws may be amended, repealed, or altered by (a) two-thirds (2/3) vote of the Board of Directors or (b) by a majority of the members at any regular or special meeting provided the notice for the meeting includes the proposals for amendments or alterations and are submitted to the Board in writing at least thirty (30) days in advance of the meeting where they are to be considered for vote.

ARTICLE XVI

LIMITATION OF LIABILITY

A Director of the Corporation shall not be liable to the Corporation or its members for monetary damages for an act or omission in the Director's capacity as a Director, except as otherwise provided in the relevant sections of the Texas Business Organizations Code (or applicable successor statute or law).

**GARLAND CHAMBER OF COMMERCE
AMENDED AND RESTATED CONSTITUTION AND BY-LAWS**

ARTICLE XVII

INVALID PROVISIONS

If any one or more of the provisions of these By-laws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these By-laws and all other applications of any such provision shall not be affected thereby.

Adopted by the Board of Directors on August 1, 2018.

Name: _____
Title: _____

Amended & Approved: August 1, 2018
Amended & Approved: November 7, 2017
Amended & Approved: May 11, 2016
Amended & Approved: November 12, 2014 (Article 1, Section 2)
Amended & Approved: March 12, 2014 (Article 2, Section 3)
Amended & Approved: November 9, 2011
Amended & Approved: (Article 3, Section 1) July 13, 2011.
Amended & Approved: September 12, 2006.
Amended & Approved: December 4, 1995.