

Bylaws

Article I - Name and Organization

Section 1 Purpose

This organization shall be known as the Ponder Chamber of Commerce.

Section 2 The Ponder Chamber of Commerce is an independent, non-profit corporation organized, established, and existing under the laws of the state of Texas; herein referred to as Ponder Chamber of Commerce.

Article II - Objectives and Mission

Section 1 - Purpose.

1. To establish a community-based organization of both business and individually interested persons thoroughly representative of the business, individual and professional interests of the City of Ponder;
2. To promote and encourage the creation and expansion of community interest, businesses and professional organizations in the Ponder region;
3. To establish a climate favorable to Ponder-based community, individual and organizational, business and professional enterprises;
4. To encourage active participation by local and regional residents and organizations served and produced by Ponder citizens in all things related to Ponder community based, business, professional, and industrial development;
5. To unite the members of the Ponder business community, the local community and to promote a greater sense of business and social unity among the Ponder Chamber Of Commerce membership.

Article III – Membership

Section 1 - Eligibility. Any resident of the local or regional community, a business, owner, partner, corporate officer or designated representative of any recognized business, business activity, profession, or other legitimate business enterprise located in or with offices in the City of Ponder, or in any other City, whose business or activity has a business interest involving citizens of the City of Ponder or with the Ponder business community, shall be eligible for membership in the Ponder Chamber of Commerce.

Section 2 - Approval. The Board of Directors shall, at its sole and absolute discretion, but consistent with the provisions of Section 1. herein, review and act as the final approving authority for all applications for membership in the Ponder Chamber of Commerce.

Section 3 - Dues. The annual dues of this Chamber for regular members shall be in an amount recommended by the Board of Directors and approved by the membership of the Chamber as part of the approval of the budget at the January meeting.

Section 4 Assessments. Assessments regarding luncheon and/or dinner meetings and/or other special events, activities, or functions conducted by the Ponder Chamber Of Commerce shall not be an administrative expense, but will be established either by the Board of Directors or by a majority vote of the active general membership at any regular or special meeting. Any decision by the Board of Directors regarding assessments need not be ratified by the general membership.

Section 5 Resignation or Removal. A written request to be removed from the Chamber may be submitted to any Board member. The Board will meet to resign or accept the resignation of a member upon 2/3 vote of the Board at the next regular Board meeting.

Article IV - Board of Directors

Section 1 - General Management. The management, direction, and control of the officers of the Ponder Chamber of Commerce shall be in the Board of Directors, consisting of the Chamber President, Vice-President, Secretary, Treasurer and Member(s)-At-Large. The Board of Directors shall have and exercise general control of the business, property, and affairs of the Chamber and shall have the power to act as a body for the Chamber between meetings.

Section 2 - Regular Meetings. Regular meetings of the Board of Directors may be held after each meeting of the members.

Section 3 - Special Meetings. Special meetings of the Board may be called by the President at any time by giving at least two (2) days' notice to all Board Members and shall specify the particular business to be transacted at said meeting.

Section 4 - Quorum. The quorum for all board meetings shall be two-thirds of the members of the Board.

Section 5 - Vacancies. Any vacancies that may occur may be filled by a majority vote of the membership present at the next regular meeting (if the Chamber for the unexpired term of the Board member whose seat is presently vacant).

Section 6 - Removal. Any director may be removed from office for cause deemed sufficient by a vote of not less than two-thirds of the entire membership of the Board at a meeting so called for that purpose and his/her successor may be elected at that meeting, subject to the approval of the general membership.

Section 7 - Installation and Term of Office. The installation of the officers shall take place at the regular January meeting and they shall hold office for two year or until their successor(s) shall be duly elected.

Section 8 - Insurance and Bonds. Directors and Officers insurance shall be carried for the Board of Directors.

Article V - Ponder Chamber Of Commerce Officers

Section 1.A The officers.

President
Vice President
Secretary
Treasurer

Section 1.B. Board of this Chamber shall be as follows:

President
Vice President
Secretary
Treasurer
Member(s)-At-Large

No person may hold more than one (1) office at a time.

Section 2 - Eligibility. Any member, in order to be eligible to become an officer or director, shall have been a member of this Chamber for at least one year. No member in arrears of dues shall be allowed to serve as an officer or member of the Board of Directors.

Section 3 - Nominations. The President shall appoint, in October of any given year a nominating committee of five members, who shall draw a ballot for the offices of the President, Vice President, Secretary, Treasurer and Member(s)-At-Large and shall present such a ballot to the general membership at the next regular meeting or special meeting. At that time, additional nominations, if any, may be made from the floor, whereupon the nomination process shall be forthwith closed. All nominations for the respective officers shall be listed in the meeting notice at which elections will take place.

Section 4 - Installation and Term of Office. The installation of the Ponder Chamber Of Commerce officers shall take place at the regular January meeting and they shall hold office for two year or until their successors shall be duly elected.

Section 5 – Duties of the Officers.

1. President. The President shall be the Chief Administrative Officer of the Chamber. He or she shall preside over all meetings of this Chamber and at all meetings of the Board of Directors.

The President shall carry into effect or cause to be carried into effect all orders and resolutions of the Board of Directors, and shall discharge such other duties as may from time to time be prescribed by the Board of Directors and the Membership, shall direct the official correspondence; shall be an ex-officio member of all committees not otherwise provided for by vote of the Chamber or by these Bylaws. The President and another Board member shall approve all bills or claims against the Chamber, before the same are paid by the Treasurer. The President shall enforce these By-Laws and perform all the duties incidental to the office of President.

2. Vice President. The Vice President shall, in the absence or disability of the President, perform these duties and exercise the powers of the President and shall perform such other duties as the Board of Directors, members or the President shall prescribe. The Vice President shall act as program chairperson for the Chamber.

3. Secretary. The Secretary shall attend all meetings of the Chamber and of the Board of Directors, and shall be responsible for recording the minutes of all proceedings in books belonging to the Chamber. The Secretary shall likewise be responsible for notifying all members and/or officer and directors of meetings of the Chamber and shall be responsible for attending to all correspondence of the Chamber. The Secretary shall be under the supervision and direction of the President and shall act as liaison officer between the Chamber membership, officers, and directors, committee members and/or other parties having legitimate interest in the business activities of the He or she shall keep the general record of the Chamber and the seal of the Chamber in his/her charge and shall affix the seal of the Chamber when acquired. He or she shall present to the Directors or to the membership all communications addressed to the Chamber or to him or her as Secretary. The Secretary shall file any and all reports or other documents with any appropriate authority by law for the Chamber. He or she shall attend to and perform all duties regarding any matter pertaining to the office.

4. Treasurer. The Treasurer shall be responsible for the receipt, care and custody of all funds of the Chamber. He or she shall maintain safe custody of all Chamber funds and securities. All funds of this Chamber shall be deposited to the credit of this Chamber in depositories designated by the Board of Directors or members and may be withdrawn only by a check signed by the Treasurer and President. Another Board member may sign in the event the President is unable to do so. The Treasurer shall disburse only as may be ordered by a majority vote of the Board of Directors or members for items not part of the approved budget. The Board of Directors shall have a limit not to exceed three hundred dollars (\$300) annually for operating expenses. The Treasurer shall keep correct books of account as the membership may require. The Treasurer's books and accounts shall be open for inspection at all times by any officer or member of the Board of Directors. The Treasurer shall furnish, if requested or required, a surety bond from a company acceptable to the Board of Directors, in such amount as said Directors deem necessary. The premium for such bond shall be paid for from Chamber funds. The Treasurer shall furnish an annual written financial report to all members at the

annual meeting. He or she shall do and perform all duties of and pertaining to the office of Treasurer.

Article VI – Meetings

Section 1 - Regular Meetings. The regular meetings of the Ponder Chamber of Commerce shall be held within the City of Ponder on the first Friday of each month. At the sole discretion of the Board of Directors and with ample notice to the general membership, a regular meeting day may be changed. The Directors shall use reasonable discretion on changing a meeting day, e.g., because the meeting has been scheduled at a time which will conflict with a meeting of other Ponder organizations and such conflict will not be in the best interest of the Chamber; or, because of the availability or non-availability of speakers; because of weather, or because of other purposes deemed reasonable by said Board of Directors.

Section 2 - Special Meetings. Special meetings may be called by the President or a majority of the Board of Directors by giving five(5) days notice via Email to each member.

Section 3 - Quorum. Two-thirds of the members shall constitute a quorum.

Section 4 - Parliamentary Procedures. The rules contained in the Bylaws shall govern the Chamber in all cases. The rules contained in which said Rules are applicable, and in which they are not inconsistent with the By-Laws or any special rules of the Chamber

Article VII - Operations

The Ponder Chamber of Commerce shall operate on a calendar year basis defined as January 1st to December 31st.

Article VIII - Execution of Instruments

Section 1 - Bank Accounts. Bank accounts shall be maintained at banks and trust companies approved by the Board.

Section 2 - Borrowing. No officer shall have the authority to borrow money in the name of the Chamber, except by vote of the Board.

Section 3 - Deeds, Leases, Mortgages, Etc. With the advice, consent and written authorization of the Board, deeds, leases, mortgages, contracts, and other legal instruments requiring the signature and/or seal of the Ponder Chamber of Commerce shall be executed on behalf of the Chamber by the President, or if he or she is not available, by the Vice President, and the Secretary, and the Treasurer, unless generally or in a particular instance the Board shall otherwise order or provide.

Article IX – Amendments

These By-Laws may be altered, amended, or repealed or revised by a two-thirds vote of the active Ponder Chamber of Commerce membership in attendance, in good standing, at any regular, annual, or special meeting of this Chamber; provided a copy of such proposed amendments or revisions shall be discussed and acted upon. These Bylaws shall be reviewed at least annually by a committee consisting of three members, appointed by the President. Ponder Chamber of Commerce Bylaws.

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