



KENNEDALE CHAMBER OF COMMERCE BYLAWS
KENNEDALE, TEXAS

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ARTICLE I

This organization is incorporated under the laws of the State of Texas and is known as Kennedale Chamber of Commerce.

ARTICLE II

Section 1 - That the purpose for which this corporation is formed is:

To serve as an economic catalyst for our business community through:

- Continued support for existing businesses
- Partnerships for recruitment of new businesses
- Promoting a high level of cultural and educational experiences, centered on enhancing our citizens' quality of life

Section 2 - This Chamber of Commerce in its activities shall be nonpartisan, nonsectarian and nonsectional, and shall take no part in or lend its influence or facilities, either directly or indirectly to the nomination, election or appointment of any candidate for political office in city, county, state, or national government.

ARTICLE III

That the place where the business of this corporation is to be transacted is Kennedale, Tarrant County, Texas, and elsewhere within the State of Texas in accordance with the laws of the State of Texas, and its principal office and place of business is to be 205 W. Kennedale Parkway, Kennedale TX 76060, Tarrant County, and the mailing address is to be PO Box 1552, Kennedale, Texas 76060, Tarrant County.

ARTICLE IV

That the time for which this corporation is to exist is perpetual.

ARTICLE V

That the Officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer, under the management and control of a Board of Directors comprised of eight (8) members.

ARTICLE VI

That this corporation shall have no capital stock, and the funds necessary for its operation shall be raised in such manner as may be determined by its Directors and by annual membership dues, and the business of the corporation shall be managed by its Officers, acting through the Board of Directors. That said corporation shall be a purely non-profit corporation and no dividends or other financial payments shall ever be made or paid to the Officers, Board of Directors or membership thereof.

ARTICLE VII

That the property and assets belonging to said corporation now, or any such assets or personal property acquired in the future shall be used only for the promotion of the civic, industrial, and commercial welfare of the city of Kennedale, Texas and its trade territory, none of which shall ever be used or operated for the purpose of making a profit for the corporation.

ARTICLE VIII

That the Officers, directors and/or members of this corporation shall not be held personally responsible or liable for the acts of said corporation or any employee or agent thereof.

ARTICLE IX

Section 1 - The Chamber of Commerce shall be composed of members whose membership dues are current.

Section 2 - Persons of good standing interested in the agricultural, civic, commercial and industrial progress of the City and County, shall be eligible for membership. Members shall enjoy all the rights and privileges of the Chamber of Commerce, including the right to vote.

ARTICLE X

Section 1 - Members shall be billed for dues on an annual basis upon a dues structure set and approved by the Board of Directors. Regardless of any further amount subscribed to the budget of the Chamber of Commerce, no business or individual shall have more than one vote of his membership, and such business concerns shall designate one person from said business who shall be eligible for election to the Board of Directors.

Section 2 - Each member shall be liable for applicable dues until the Board has received his/her resignation.

Section 3 - If any member shall fail to pay his/her dues within two months of the date of maturity, notice of delinquency shall be given to him/her. If at the end of ten (10) days, he/she remains delinquent, his/her membership shall be automatically forfeited.

ARTICLE XI

Section 1 - The governance of the Chamber of Commerce, the direction of its work and the control of its properties shall be vested in a Board of Directors, consisting of eight (8) members, three (3) of which shall be elected by the membership each odd-numbered year and three (3) each even-numbered year. They shall serve for a term of two (2) years. Each year, members will be elected for two-year terms. One (1) ex-officio position (non-voting but able to make and second motions) shall be designated for the chair of the Ambassadors. One (1) ex-officio position (full voting privileges) shall be designated for appointment by the Kennedale Economic Development Corporation.

Section 2 -The Board of Directors shall meet at least monthly, except December, at the time and place selected by them. At any meeting of the Board of Directors, four (4) Directors shall constitute a quorum. Meetings shall be open to the membership. However, Directors may go into Executive Session to discuss matters of a sensitive nature, including employment. No action shall be taken, except for matters related to employment, while in Executive Session.

Section 3 - The absence of a director from two consecutive regular monthly meetings shall ipso facto make vacant on the Board the place of such director, unless such absence has been approved by the President.

Section 4 - The President shall have the power to fill any vacancy by appointing from the membership someone to fill an unexpired term with the approval of the Board of Directors.

ARTICLE XII

Section 1 – At the February Board of Directors meeting each year a nominating committee shall be formed to be composed of the President, Vice President, Secretary and Treasurer, and they shall make a recommendation of three nominees at the regular March Board of Directors meeting. Any member present at the meeting may place in nomination any person or persons he/she may desire in addition to the nominees submitted by the committee. If no such additional persons are nominated, an election by private ballot may be dispensed of by a vote of the Board of Directors. If more than three members are placed in nomination, the election shall be by ballot at the direction of the Board of Directors. The three members receiving the highest number of votes shall be elected to the Board of Directors for the ensuing term.

Section 2

- A. The new Directors shall be presented to the membership at the annual membership meeting which is to be held in May.
- B. The new Directors shall take office on June 1.
- C. At the regular Board meeting in June each year, the new Directors, together with the holdover Directors, shall elect from the Board a President, Vice President, Secretary and Treasurer for the ensuing year.

ARTICLE XIII

Section 1 - The President shall preside at all meetings of the Chamber of Commerce and Board of Directors, and shall dictate the agenda for said meetings. He/She shall perform all duties incident to his/her office and advise such actions as may be deemed by him/her likely to increase the usefulness of the Chamber of Commerce.

Section 2 - The Vice President shall act in the absence of the President; and in the absence or disability of the four Officers named, a member of the Board of Directors shall be chosen to act temporarily.

Section 3 - The Secretary shall conduct the official correspondence, preserve all books, documents and communications, keep books of account, and maintain an accurate record of the proceedings of the

Chamber and of the Board of Directors meetings, or cause the same to be done by a paid employee of the Chamber of Commerce who may act in the capacity of the Secretary.

Section 4 - The Treasurer shall receive and disburse the funds of the Chamber of Commerce or cause the same to be done by a paid employee or contractor of the chamber. The Treasurer shall present a budget at the regular April Board of Directors meeting every year for approval by the Board of Directors. No disbursements shall be made unless they have been approved as part of the budget implemented by the Board of Directors. At each monthly meeting the Board of Directors shall receive a financial report provided by the Treasurer (which may be prepared by a paid employee or contractor of the Chamber). Budget adjustments may be made as necessary by the Board of Directors at regular meetings.

Section 5 - The Executive Committee, comprised of the President, Vice President and Treasurer, shall act for, and on behalf of, the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. The President shall serve as head of the Executive Committee.

ARTICLE XIV

Section 1 - The President shall appoint committees as deemed necessary subject to confirmation by the Board of Directors.

Section 2 - The Board of Directors shall authorize and define the powers and duties of all committees.

Section 3 - The Chair of each committee is responsible for the operation of the committee including the setting of meetings.

ARTICLE XV

Section 1 - The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable.

Section 2 - The Board of Directors shall call a membership meeting upon receipt of a petition signed by not less than 15% of the members.

Section 3 - Each member of the Chamber of Commerce shall be given written notice of every regular or special meeting of the membership. With the notice shall also be given a synopsis of the business to be considered.

Section 4 – Seven (7) members in good standing shall constitute a quorum at all membership meetings.

Section 5 -The annual meeting of the membership shall be held in May each year. (Note: this is to conform with the ending of the fiscal year, which is May 31.)

ARTICLE XVI

The procedure of the Chamber of Commerce meetings shall be covered by and conducted according to basic rules of parliamentary procedure.

ARTICLE XVII

These Bylaws may be amended by a vote of five (5) Directors at a properly called meeting, provided notice of the proposed changes shall have been given to the Directors not less than ten (10) days prior to such a meeting.

APPROVED BY THE KENNEDALE CHAMBER OF COMMERCE BOARD OF DIRECTORS:

President

Acting Secretary

Approved by Board: February __, 2025