



BYLAWS

**ADOPTED:
JANUARY 10, 2019**

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MAY 15, 2012; JULY 16, 2013; MARCH 18, 2014; JULY 15, 2014; JANUARY 15,
2015; NOVEMBER 17, 2015; JANUARY 19, 2016; OCTOBER 17, 2017; DECEMBER 31,
2018**

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**ARTICLE I
GENERAL**

SECTION 1. NAME

This organization (the “Chamber”) is incorporated under the Non-Profit Corporation Act of the State of Texas and shall be known as the Fort Bend Chamber of Commerce.

SECTION 2. MISSION

The purpose of the Chamber shall be set forth in the Chamber’s Articles of Incorporation, as amended from time to time, and shall include the purpose of advocating for business excellence in Fort Bend County.

SECTION 3. LIMITATIONS

The Chamber shall be non-profit, non-partisan and non-sectarian, but will concern itself with governmental affairs when it is in the best interests of the Chamber’s membership. The Chamber 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.

**ARTICLE II
MEMBERSHIP**

SECTION 1. ELIGIBILITY

Any individual, estate, corporation, limited liability company, partnership, or other business entity having interest in the objectives of the Chamber shall be eligible to apply for membership.

SECTION 2. ELECTION

Application for membership shall be in writing (hardcopy or digital) on the forms approved by the Board of Directors. Applications may be submitted to the Membership Director for recommendation to the President|CEO and the President|CEO shall maintain the right and authority to approve or reject membership applications. Memberships approved by the President|CEO will begin upon payment of the required membership investment.

SECTION 3. DUES

Membership dues shall be at such rate or rates, schedules or formulas as may be from time to time set forth by the Board, payable annually in advance or on other terms as approved by the President|CEO.

SECTION 4. TERMINATION

- a. Any member may resign from the Chamber upon written request to the Board. Resignation shall not relieve any member from its obligations to pay the Chamber any dues accrued and unpaid at the time the member’s resignation is received and acknowledged.
- b. Any member’s membership shall be automatically terminated after ninety (90) days for non-payment of dues, unless the payment deadline is extended for good cause by the President|CEO.
- c. Any member may be expelled by the affirmative vote of two-thirds (2/3) of the Board at a regular or special meeting of the Board, by reason of conduct

unbecoming of a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing is afforded to the member subject to expulsion.

SECTION 5. CLASSES OF MEMBERSHIP

- a. Membership in the Fort Bend Chamber of Commerce shall be divided into classes as follows:
 1. Chairman's Circle
 2. Business Class
 3. Not-For-Profit Organization
 4. Elected Official
 5. Life
- b. Certain eligibility requirements for such classes of membership are further described as follows:
 1. A Chairman's Circle membership is available to any person, firm, or organization engaged in any profession or furnishing any service, or engaged in buying, selling, processing, manufacturing, or distributing goods, wares, or merchandise of any kind, and who contributes substantially to the success of the Chamber, as determined by the Board from time to time.
 2. A Business Class membership is available to any person, firm, or organization engaged in any profession or furnishing any service, or engaged in buying, selling, processing, manufacturing or distributing goods, wares or merchandise of any kind.
 3. A Not-For-Profit Organization membership is available to any non-profit corporation or unincorporated association whose purpose includes the advancement of health, education, welfare, culture or religion or any community service club.
 4. An Elected Official membership is available to any elected official currently in office in the State of Texas.
 5. The Board may confer a Life membership as to any person, firm, or organization as an award for meritorious service rendered to the Chamber. Such Life memberships shall be without dues and shall be without voting rights.

SECTION 6. EXERCISE OF MEMBERSHIP PRIVILEGES

Each member which is not an individual (other than firms or organizations with Life memberships) ("Organization Members") and is in good standing shall select a primary representative to cast the Organization Member's vote in any election, referendum, or membership meeting. Organization Members not in good standing shall not be entitled

to cast votes in elections, referendums, or membership meetings. Employees of Organization Members which are in good standing will be entitled to participate in other membership benefits available to the Organization Member.

Members eligible to vote (whether Organization Members or individuals) shall not be entitled to vote by proxy. Ballots will be sent, via U.S. mail, postage prepaid, to the last designated business address of each member or primary representative (as applicable).

Any Organization that is a Member may designate a representative which it desires to exercise the privileges of membership and may change its membership designation upon written notice to the Chamber.

SECTION 7. ORIENTATION

Best efforts will be made to orient new members regarding the aims, objectives and program of work of the Chamber.

ARTICLE III MEETINGS

SECTION 1. ANNUAL MEETINGS

The annual meeting of the members of the Chamber shall be held in January of each year, or such other time and place as determined by the Board. Notice thereof shall be mailed, emailed or included in the Chamber newsletter to each member at least ten (10) days before said meeting.

SECTION 2. ADDITIONAL MEETINGS

- a. Special meetings of the members of the Chamber shall be called by the Chairman of the Board (i) from time to time in the Chairman of the Board's discretion, or (ii) upon the Chairman of the Board's receipt of a written petition requesting such special meeting signed by at least twenty-five (25) members of the Chamber in good standing. Notice of special meetings shall be mailed, e-mailed or included in the Chamber newsletter to each member at least ten (10) days prior to such meetings, and shall set forth the purpose of the meeting. Attendance of member at a meeting constitutes waiver of notice unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- b. Meetings of the Board shall be held not less frequently than quarterly at such time and place as may be determined by the Board. Special meetings of the Board shall be called by the Chairman of the Board (i) from time to time in the Chairman of the Board's discretion, or (ii) upon the Chairman of the Board's receipt of a written petition requesting such special meeting signed by at least five (5) members of the Board. Notice of special meetings (including the purpose of the meeting) shall be given to each Director at least three (3) days prior to said meeting. Such notice shall be sent by e-mail or by other means of written communication. Attendance of a Director at a meeting constitutes waiver of notice unless the Director attends the meeting

for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

- c. Meetings of the Standing Committees (as defined herein) shall be held not less frequently than quarterly at such time and place as may be determined by the chairman of the respective Standing Committee. Special meetings of the Standing Committees may be called (i) by their respective chairmen or by the Chairman of the Board, from time to time, in their discretion, or (ii) by their respective chairmen upon receipt of a written petition requesting such meeting signed by at least five (5) committee members. Notice (including the purpose of the meeting) shall be given to each committee member at least three (3) days prior to said meeting. Such notice shall be sent by e-mail or by other means of written communication. Attendance of a committee member at a meeting constitutes waiver of notice unless the committee member attends the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

SECTION 3. QUORUM

- a. At any duly called general or special meeting of the members of the Chamber, three percent (3%) of members in good standing shall constitute a quorum.
- b. At all committee meetings and Board meetings, excluding the Executive Committee, a majority shall constitute a quorum.
- c. At any duly called meeting of the Executive Committee, three (3) members of the Executive Committee shall constitute a quorum.

SECTION 4. ACTION AT MEETINGS

At meetings at which a quorum is present, action may be taken by affirmative vote of a majority of the members, committee members, Board members, or Executive Committee members (as applicable) present and entitled to vote.

SECTION 5. BOARD AND COMMITTEE MEETINGS BY REMOTE COMMUNICATION

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting, provided that all persons participating in the meeting can hear each other at the same time and each Director or committee member (as applicable) can participate in all matters before the Board or committee (as applicable), including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

SECTION 6. ACTION WITHOUT A MEETING

Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all the members, committee members, Board members, or Executive Committee members (as applicable) entitled to vote on the action to be taken. Such consent may be written or electronic. If consent is electronic it must be

able to be reasonably determined to have been sent by the member, committee member, Board member, or Executive Committee member (as applicable).

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. COMPOSITION OF THE BOARD

The Board shall be composed of a least twenty (20) but not more than forty (40) members elected at large from the entire membership. The number of Directors shall be determined by the Board from time to time, as the Board determines to be in the best interests of the Chamber. For a member to be eligible to be elected as a Director, the member must be in good standing and reside in or have business interests in the Fort Bend County area. Directors shall be elected to serve a two (2) year term or until their successors are elected and shall have qualified. No person who shall have previously served two (2) consecutive full terms may be elected to the Board until the passage of at least one (1) year after completion of the second such term of service. No person who shall have previously served more than one (1) year of an unexpired term, followed immediately by one (1) full term, may be elected to the Board until passage of at least one (1) year after the completion of such full term of service. The Chairman of the Board and the Chairman-Elect shall additionally be members of the Board, even if his or her term as Director shall have otherwise expired. The past Chairman and the President|CEO shall also serve as members of the Board.

SECTION 2. AUTHORITY

The government and policy-making responsibilities of the Chamber shall be vested in the Board which, shall control its property, be responsible for its finances and direct its affairs.

SECTION 3. EX-OFFICIO MEMBERS OF THE BOARD

The following persons shall serve as ex-officio members of the Board, unless any such persons shall have otherwise been elected or appointed by the President|CEO.

- a. The Divisional Chairmen
- b. The Legal Counsel

Ex-officio members of the Board shall have the right to participate in discussions at Board meetings, but shall not have voting privileges.

SECTION 4. NOMINATION AND ELECTION OF DIRECTORS

At the regular September Board meeting, the Chairman of the Board shall appoint, subject to approval by the Board, a Nominating Committee of not less than three (3) nor more than six (6) Board members in good standing, including the Chairman-Elect, as members of the Director-Nominating Committee. The Chairman of the Board shall designate the Chairman of the Director-Nominating Committee from among the committee members. The Chairman of the Board shall serve as ex-officio, non-voting member of the Director-Nominating Committee.

By the next regularly scheduled Board meeting, the Director-Nominating Committee shall make its report to the Board, nominating the names of certain active members of the Chamber, or representatives of Organization Members, to replace the Directors

whose terms are expiring. In making its nominations the Committee shall give due consideration to individual ability, interest in the Chamber, industry representation, and area representation.

Upon receipt of the report of the Director-Nominating Committee and approval of the report by the Board, the President|CEO shall obtain reasonable assurances of each nominee's willingness to accept the responsibilities of serving as a Director, including the attendance policy, if elected.

In addition to the nominations made by the Director-Nominating Committee, a Chamber member may be nominated as a candidate for the Director position then open by filing of a petition signed by at least three percent (3%) of members in good standing of the Chamber. Any such petition shall be filed in the general offices of the Chamber within ten (10) days after the names of the candidates nominated by the Director-Nominating Committee have been provided the membership by notice. Upon such filing, the Director-Nominating Committee shall examine the petition for completeness and authenticity. The determination of the Director-Nominating Committee as to the petition's completeness and authenticity shall be final and binding upon the Chamber and the membership.

In the event that there are no valid nominations received in the office of the Chamber within ten (10) days after the names of the candidates nominated by the Director-Nominating Committee have been provided to the membership of the Chamber, the Chairman of the Board shall declare the election closed and the slate proposed by the Director-Nominating Committee shall be declared elected.

If valid nomination petitions are received in the offices of the Chamber as described above, the names of all candidates shall be arranged on a ballot in alphabetical order. The ballot will be accompanied by instructions that the member vote for no more nominees than there are open directorship positions. (For example, if there are three (3) directorship positions open, the member may vote for no more than three (3) nominees.) The President|CEO shall mail this ballot through an existing communication, e.g., newsletter or by mail, e-mail or fax to all members in good standing at least fifteen (15) days before the regular November Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board shall at its regular October Board meeting declare the eligible number of candidates with the greatest number of votes elected.

SECTION 5. SEATING OF NEW DIRECTORS

Retiring Directors shall continue to serve until end of the calendar year or until the end of their term, if their term expires before the end of the calendar year. All newly elected and appointed Board members shall be seated at the regular January Board meeting and shall be participating members thereafter. Board members cannot be appointed at any other time unless there is a vacancy created by a Board member resigning, in which case the executive committee would have sole discretion.

SECTION 6. REMOVAL

Any Director may be removed from the Board by the affirmative vote of two-thirds (2/3) vote of the Board at a regular or special meeting of the Board, upon the Board's good-

faith determination that the Director has committed conduct which is unbecoming a Director or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing is afforded to the Director subject to removal.

SECTION 7. RESIGNATION

Any Director may resign from the Board at any time by giving written notice to the Board or the President|CEO. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or the President|CEO (as applicable). The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Director.

SECTION 8. VACANCIES

Vacancies on the Board shall be filled by appointment of the Chairman of the Board and approval by the Board. A member of the Board who has more than three (3) unexcused consecutive absences from regular meetings of the Board shall be referred to the Board for discussion unless such absences are by reason of illness or such absences are approved by the President|CEO.

SECTION 9. MANAGEMENT

The Board shall employ a President|CEO and shall approve the President|CEO's employment contract containing the President|CEO's salary, benefits, and other considerations of employment. Thereafter, annually, the Executive Committee, acting as a compensation committee, after consultation with the officers regarding their appraisal of the President|CEO's performance, shall review and approve the annual bonus compensation of the President|CEO and any increases to the annual salary of the President|CEO.

SECTION 10. COMPENSATION

The Chamber shall not pay compensation to Directors for services rendered to the Chamber in their capacity as Directors.

ARTICLE V OFFICERS

SECTION 1. NOMINATION OF OFFICERS

The Board of Directors shall approve the appointment by the Chairman of the Board of five (5) members of the Board of Directors, including the Chairman-Elect, to serve as the Officer-Nominating Committee in September of each year. The Chairman of the Board and the President|CEO shall serve as an ex-officio, non-voting member of the Officer-Nominating Committee.

The Officer-Nominating Committee shall select a candidate for Chairman of the Board, Chairman-Elect, and Secretary/Treasurer and such other offices as the Board may establish from time to time, from among current or former Board members. The incumbent Chairman-Elect shall be nominated for the position of Chairman of the Board, unless the Officer-Nominating Committee shall determine that such incumbent Chairman-Elect has failed to successfully perform duties as provided by these Bylaws.

SECTION 2. DETERMINATION OF OFFICERS

The report of the Officer-Nominating Committee shall be presented in written form prior to the November Board meeting to the incumbent Chairman of the Board.

At the November Board Meeting, the names of those nominated for officer positions shall be presented. The incumbent Chairman of the Board shall then ask for additional nominations from the Board. If there are none, those nominated shall assume their respective offices upon the commencement of the next succeeding term of officers.

The person having served as Chairman of the Board shall become Immediate Past Chairman of the Board upon the commencement of the next succeeding term.

SECTION 3. TERM OF OFFICERS

The term of all officers, except the President|CEO, shall commence on January 1 of the year for which such officers are elected and shall terminate on December 31 of the same year.

SECTION 4. DUTIES OF OFFICERS

a. Chairman of the Board:

The Chairman of the Board shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board and Executive Committee.

The Chairman of the Board shall, with the advice and counsel of the President|CEO, assign Chairmen to divisional or committee responsibility, subject to Board approval.

The Chairman of the Board shall assist, with advice and counsel of Chairmen and the President|CEO, in recruiting all committees, selecting all committee chairmen, and assisting in the selection of committee personnel.

With the approval of the Board, the Chairman shall appoint a member who is an attorney licensed to practice law in the State of Texas to be the volunteer Legal Counsel to serve during the attorney's term.

The Chairman shall serve as Chairman of the Chairman's Circle and be responsible for the recruitment and retention of Chairman's Circle members.

The Chairman of the Board shall assist the Board and the President|CEO in determining that the program activities of the Chamber are at such duration as is required, and to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.

b. Chairman of the Board - Elect:

The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman.

The Chairman-Elect shall also serve as Vice Chairman of the Chairman's Circle, and be responsible for assisting in the recruitment and retention of Chairman's Circle members.

c. Secretary/Treasurer:

The Secretary/Treasurer shall be responsible for attesting official documents, and for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions that are members of the Chamber in amounts fully insured by the FDIC.

d. Immediate Past Chairman of the Board:

The Immediate Past Chairman of the Board shall serve as a member of the Executive Committee and shall perform such other duties as may be assigned by the Chairman or the Board of Directors.

e. President|CEO:

The President|CEO shall be the chief administrative and executive officer. The President|CEO shall serve as recording secretary to the Board of Directors, and direct preparation of notices, agendas and minutes of meetings of the Board.

The President|CEO shall serve as advisor to the Board of Directors, Executive Committee and Divisional Vice Chairmen on program planning, and shall assemble information and data and direct preparation of special reports as directed by the program of work of the Chamber.

The President|CEO shall be a member of the Board of Directors, the Executive Committee, and all committees.

The President|CEO shall be responsible for hiring, discharging, directing and supervising all employees of the Chamber, other than the President|CEO, and any labor contracted for the Chamber. The President|CEO shall be responsible for the preparation of an annual operating budget covering all activities of the Chamber, subject to review of the Treasurer and the Internal Committee and approval of the Board at the first board meeting of the year. The President|CEO shall also be responsible for all expenditures with approved budget allocations.

The President|CEO shall direct, assist and coordinate the work of the Membership Division in increasing and expanding the membership support for the Chamber.

The President|CEO shall serve as the Chamber's representative unless otherwise decided by the Board to any other organization in which the Chamber maintains a membership.

SECTION 5. REMOVAL FROM OFFICE

Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of the Board at a regular or special meeting of the Board, (i) by reason of conduct unbecoming an officer or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing is afforded to the officer subject to removal, or

(ii) otherwise pursuant to the provisions of any applicable employment contract between the Chamber and such officer.

SECTION 6. RESIGNATION

Except as may be otherwise provided in any applicable employment agreements or other written contracts between the Chamber and its officers, any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

SECTION 7. VACANCIES

The Chairman of the Board, after consultation with the President|CEO and upon obtaining approval of the Board of Directors, shall fill any vacancies among the officers.

SECTION 8. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Chairman of the Board, Immediate Past Chairman of the Board, Chairman-Elect, Secretary/Treasurer, Legal Counsel and President|CEO. The Chairman of the Board will serve as Chairman of the Executive Committee.

The Executive Committee will 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. Actions of the Executive Committee shall comply with the bylaws.

SECTION 9. COMPENSATION

Except as may be otherwise provided in any applicable employment agreements or other written contracts between the Chamber and its officers, any officer of the Chamber will be authorized to receive compensation for services rendered to the Chamber when authorized by the Executive Committee.

ARTICLE VI ADVISORY COUNCIL

SECTION 1. ADVISORY COUNCIL

The following individuals shall be invited to serve as members of the Advisory Council to the Board of Directors:

- a. All members of the United States and Texas Senate and House of Representatives whose districts include any part of Fort Bend County.
- b. The County Judge of Fort Bend County.
- c. The Mayors of the Cities located in Fort Bend County.
- d. The School District Superintendents of the Fort Bend ISD, Stafford MSD, and Lamar CISD and Katy ISD.
- e. The President|CEO of the Greater Fort Bend Economic Development Council.
- f. The campus directors (or other person being the senior campus administrative official) of higher education facilities located in Fort Bend County.

- g. Other persons such as leaders of diverse organizations that further the Chamber’s outreach within the community as determined by the Executive Committee from time to time; provided, however, that the term of such persons shall expire on December 31 of the year in which they were appointed.

The purpose of the Advisory Council shall be to advise the Board of Directors on current issues representative of their positions that affect the business community.

ARTICLE VII COMMITTEES AND DIVISIONS

SECTION 1. APPOINTED AND AUTHORITY

The Chairman of the Board shall, after consultation with the Executive Committee, have exclusive authority to appoint the chairmen and members of all committees set forth in these Bylaws. All persons appointed to serve as chairmen or members of committees shall be either: (1) voting members of the Board of Directors, or (2) ex-officio members of the Board of Directors. Committee appointments shall be at the will and pleasure of the Chairman of the Board, and in no event shall any such appointment exceed the term of the Chairman of the Board at the time of the appointment.

There shall be established three standing committees, which shall advise the Board on a continuing basis with regard to their areas of responsibility, as designated in this Article VII. These standing committees are referred to collectively herein as the “Standing Committees” and shall include the Internal Affairs Committee, the External Affairs Committee, and the Governance Committee.

The Chairman of the Board may appoint any other temporary or special purpose committees as he or she deems necessary.

SECTION 2. INTERNAL AFFAIRS COMMITTEE

The Internal Affairs Committee shall have responsibility for advising the Board of Directors on the following matters: finance, facility maintenance, and any other matters as assigned by the Chairman of the Board or the Board of Directors.

SECTION 3. EXTERNAL AFFAIRS COMMITTEE

The External Affairs Committee shall have responsibility for advising the Board of Directors on the following matters: marketing, public relations, sponsorships, and any other matters as assigned by the Chairman of the Board or the Board of Directors.

SECTION 4. GOVERNANCE COMMITTEE

The Governance Committee shall have responsibility for advising the Board of Directors on the following matters: legal compliance, human resources, drafting and review of Governance Documents, succession planning, nominations to the Board of Directors, evaluation of Board members, planning of Board meetings, drafting of mission statements and goals, and any other matters as assigned by the Chairman of the Board or the Board of Directors.

SECTION 5. DIVISIONAL CHAIRMEN

The Divisional Chairmen shall have the responsibility to implement the goals and objectives of their respective divisions.

SECTION 6. RESPONSIBILITIES

The Chairman of the Board shall have exclusive authority to determine which of the Standing Committees shall have responsibility for advising the Board of Directors on any particular matter.

SECTION 7. MISCELLANEOUS

No division, committee or task force, nor any of its members, shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy without first receiving approval from the Board. Special committees or task forces shall be dissolved by the Chairman of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committee.

ARTICLE VIII FINANCE

SECTION 1. FUNDS

All money paid to the Chamber shall be placed in a deposit account of a bank that is a Chamber member in amounts fully insured by the FDIC. Funds in excess of current operating needs should be handled according to our investment policy.

SECTION 2. DISBURSEMENTS

Upon approval of the budget, the officers are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursements shall be made by check. Checks shall be signed by the President|CEO and the Secretary/Treasurer; provided, however, that in the absence of either, the Chairman of the Board, or the Chairman-Elect, may sign on behalf of such absent officer. From time to time, the President|CEO may authorize a payment by credit card or electronically as long as amounts that exceed \$2,500 are approved by another Executive Committee Officer. Notwithstanding the foregoing, the Board may establish a procedure for permitting the President|CEO to make disbursements up to \$2,500 on accounts and expenses provided for in the budget without additional approval of any other officer.

SECTION 3. FISCAL YEAR

The fiscal year of the Chamber shall close on the last day of December of each year.

SECTION 4. BUDGET

At the first Board meeting of each year, the President|CEO and Secretary/Treasurer shall adopt the budget for the coming year and shall submit it to the Board for approval.

SECTION 5. OBLIGATIONS AND CONTRACTS

All notes, contracts, or other obligations, made and entered into or on behalf of the Chamber outside the scope of usual and customary expenses anticipated by the approved annual budget, shall first be authorized by the Board and signed in the name of the Chamber by the Chairman of the Board or the President|CEO and attested by another Executive Committee member so specified and approved by the Board. No officer or other member, except as otherwise provided in these Bylaws, shall have authority to sign any documents obligating or binding the Chamber, or to make any contract of a financial nature involving the Chamber, without the express approval of the Board.

SECTION 6. FINANCIAL EXAMINATIONS

The Board of Directors requires an annual review by a certified financial firm and a full financial audit every other year by a certified public accounting firm.

ARTICLE IX INDEMNIFICATION

SECTION 1. INDEMNIFICATION

The Chamber shall indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding (an "Indemnitee") from and against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (collectively, "Losses") incurred by the Indemnitee if the proceeding or threatened proceeding is brought against the Indemnitee because the Indemnitee is or was a director or, while a director of the Chamber, is or was serving at the request of the Chamber as an officer of the Chamber or as a director, officer, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, or other enterprise only if it is determined in accordance with Section 5 below that the Indemnitee:

- a. acted in good faith;
- b. reasonably believed:
 1. in the case that Losses arise out of conduct in the Indemnitee's official capacity as a director of the Chamber, that such Indemnitee's conduct was in the Chamber's best interests; and
 2. in all other cases, that such Indemnitee's conduct was at least not opposed to the Chamber's best interests; and
- c. in the case of any criminal proceeding, had no reasonable cause to believe such Indemnitee's conduct was unlawful.

The Chamber may indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was an officer, employee or agent of the Chamber to the same extent as set forth above in this Section 1.

SECTION 2. LIMITATIONS ON INDEMNITY

Except to the extent permitted by Section 4 below, no person shall be indemnified under Section 1 above in respect of a proceeding:

- a. in which the person is found liable on the basis that personal benefit was improperly received by such person, whether or not the benefit resulted from an action taken in the person's official capacity;
- b. in which the person is found liable to the Chamber; or
- c. in which the Chamber is a petitioner or plaintiff (or counter-petitioner, counter-plaintiff, cross-petitioner, or cross-plaintiff), to the extent the Chamber asserts claims against the person.

SECTION 3. WHEN PERSON IS LIABLE

The termination of a proceeding by judgment, order, settlement, or conviction shall not be of itself determinative that the person did not meet the requirements set forth in Section 1 above. A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

SECTION 4. INDEMNIFICATION COVERAGE

A person may be indemnified under Section 1 above against Losses incurred by the person in connection with the proceeding; but, if the person is found liable to the Chamber or is found liable on the basis that personal benefit was improperly received by the person, the person shall not be entitled to indemnification under this Article IX.

SECTION 5. DETERMINATION OF RIGHT TO INDEMNITY

A determination of eligibility for indemnification under Section 1 above shall be made:

- a. by a majority vote of a quorum consisting of Directors who at the time of the vote are not named defendants or respondents in the proceeding;
- b. if such a quorum cannot be obtained, by a majority vote of a committee of the Board designated to act in the matter by the affirmative vote of a majority of the full Board, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding; or
- c. by special legal counsel selected by the Board or a committee of the Board by vote as set forth in Subsection (a) or (b) of this Section 5, or, if such a quorum cannot be obtained and such a committee cannot be established, by the affirmative vote of a majority of the full Board.

SECTION 6. OTHER DETERMINATIONS

Authorization of indemnification and determination as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses shall be made in the manner specified by Subsection 5(c) above for the selection of special legal counsel.

SECTION 7. EXPENSES

Reasonable expenses incurred by a person who was, is or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the Chamber in advance of the final disposition of the proceeding and without the determination specified in Section 5 above or the authorization or determination specified in Section 6 above, after the Chamber receives a written affirmation by the person of his good faith belief that such person has met the standard of conduct necessary for indemnification under this Article IX and a written undertaking by or on behalf of the person to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met that standard or if it is ultimately determined that indemnification of the person against expenses incurred by such person in connection with that proceeding is prohibited under this Article IX.

SECTION 8. INSURANCE

The Chamber may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Chamber or who is or was serving at the request of the Chamber as a director, officer, employee, agent or similar functionary of any other foreign or domestic corporation, partnership, joint venture, or other enterprise against any liability asserted against such person and incurred by such person in such a capacity or arising out of a status as such a person, whether or not the Chamber is required or permitted to indemnify such person against that liability under this Article IX or any applicable law.

SECTION 9. MODIFICATIONS

The provisions of this Article IX shall be modified to the extent the Texas Non-Profit Corporation Act may be amended in the future, but in the case of such amendment, only to the extent such amendment permits the Chamber to provide broader indemnification rights than such Act permitted the Chamber to provide prior to such amendment.

SECTION 10. NON-EXCLUSIVE RIGHTS

The right to indemnification and the advancement and payment of expenses conferred in this Article IX shall not be exclusive of any other right that a person indemnified pursuant to this Article IX may have or hereafter acquire under any law (common or statutory), provision of the Articles of Incorporation or these Bylaws, agreement, vote of disinterested directors or otherwise.

SECTION 11. INTERPRETATION

If this Article IX or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Chamber shall nevertheless indemnify each director, and may indemnify any other person indemnified pursuant to this Article IX, as to Losses with respect to any proceeding to the fullest extent permitted by an applicable portion of this Article IX that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE X *PARLIAMENTARY PROCEDURE*

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Chamber in all instances to which they are applicable so long as the procedures governing the potential instance are not already set forth in these Bylaws or other governing documents of the Chamber or any special rules of order that the Board may adopt from time to time.

ARTICLE XI *AMENDMENTS*

These Bylaws and the Articles of Incorporation may be amended or altered by the affirmative vote of two-thirds of the Directors. No amendment may be made to these Bylaws which would alter the Chamber's purposes as stated in the Articles of Incorporation, as amended from time to time. Any proposed amendments or alterations to these Bylaws or the Articles of Incorporation shall be submitted to the Board in writing, at least ten (10) days in advance of the meeting at which they are to be voted upon.

**ARTICLE XII
DISSOLUTION**

SECTION 1. VOLUNTARY DISSOLUTION

The Chamber may voluntarily wind up its affairs upon the affirmative vote of a majority of the Directors. To effect a voluntary dissolution of the Chamber under this Section, no less than two-thirds of the Directors then in office must adopt a resolution to wind up that provides a plan for the distribution of Chamber property pursuant to Section 2, Article XII.

SECTION 2. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Chamber for any reason, all liabilities and obligations of the Chamber must be satisfied first in accordance with Texas Business Organizations Code § 11.053. Subsequently, any property held by the Chamber requiring return, transfer or conveyance because of the dissolution shall be returned, transferred or conveyed in accordance with that requirement. Thereafter, any additional property of the Chamber shall be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code or described by Section 170(c)(1)(2) or (2) of the Internal Revenue Code under a plan of distribution adopted by no less than two-thirds of the Directors then in office.

SECTION 3. RESPONSIBILITY ON DISSOLUTION

The winding up of the Chamber's affairs shall be managed by the Board.

**ARTICLE XIII
CERTAIN POLICIES; GENERAL PROVISIONS**

SECTION 1. INTERESTED PARTY TRANSACTIONS

In any instance where the Chamber proposes to enter into an interested party transaction it shall follow the procedures and rules set forth in the Chamber's Conflict of Interest Policy, attached hereto as Exhibit [A], as amended from time to time, and incorporated into these by-laws by reference. For purposes of these Bylaws, an "interested party transaction" is any contract or other transaction between the Chamber and (a) any present Director or any individual who has served as a Director in the five years preceding the transaction ("past Director"), (b) any family member of a present or past Director, (c) any corporation, partnership, trust, or other entity in which a present or past Director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction ("past officer"), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest.

SECTION 2. BOOKS AND RECORDS

The Chamber shall keep at the office of the Chamber correct and complete books and records of the activities and transactions of the Chamber, including copies of the Articles of Incorporation, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings of the Members, and meetings of the Board and committees thereof.

SECTION 3. RECORDS RETENTION AND DESTRUCTION POLICY

In any instance where the Chamber faces issues related to document retention, it shall follow the procedures and rules set out in the Records Retention and Destruction Policy, attached hereto as Exhibit [B] and incorporated into these Bylaws by reference.

SECTION 4. WHISTLEBLOWER POLICY

The Chamber shall follow the policies and procedures set out in the [NAME OF THE CHAMBER'S WHISTLEBLOWER POLICY], attached hereto as Exhibit [C], as amended from time to time, and incorporated into these by-laws by reference, in any instance where a Director, officer, employee, or volunteer reports a suspected violation of law or Chamber policy.

SECTION 5. ELECTRONIC SIGNATURES

Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

OFFICER’S CERTIFICATE

The undersigned does hereby certify that (i) the undersigned is the duly elected and qualified Secretary of the Fort Bend Chamber of Commerce, a Texas nonprofit corporation, and (ii) the foregoing is a true and correct copy of the Bylaws of the Chamber adopted by the Board of Directors on the _____
_____th day of _____, 2019.

By: _____

Name: _____

Date: _____