

BYLAWS OF THE  
CLEAR LAKE AREA CHAMBER OF COMMERCE

Article I  
NAME AND LOCATION

**Section 1. Name**

The title and corporate name of this organization shall be the CLEAR LAKE AREA CHAMBER OF COMMERCE (“CLACC”).

**Section 2. Location**

The Clear Lake Area Chamber of Commerce recognizes the area around Clear Lake as its service area. This composite community includes eight incorporated cities and a part of Houston. All are geographically compact and independent. They comprise a single community base. (Clear Lake City, Clear Lake Shores, El Lago, Kemah, League City, Nassau Bay, Seabrook, Taylor Lake Village and Webster) The Clear Creek Independent School District also recognizes this geographical area as its territory.

**Section 3. Offices**

The “CLACC” shall have principal offices in the Clear Lake Area at 1201 E NASA Parkway, Houston, Texas 77058.

Article II  
OBJECTIVES

**Section 1. Mission and Strategies**

The mission of the “CLACC” shall be “Champions for Business Success and Quality of Life in our Community.”

The strategies of the “CLACC” shall be

- (a) Business Success
- (b) Community Excellence
- (c) Advocacy
- (d) Chamber Strength
- (e) The “CLACC” shall observe all local, state and federal laws which apply to a nonprofit organization as defined in section 501 (c) (6) of the Internal Revenue Code. The “CLACC” is a business and not a political organization but will concern itself with governmental affairs when the best interests of the Clear Lake Area are involved.

**Section 2. Fiscal Year**

The fiscal year of the “CLACC” shall be from October 1st through September 30th.

**Section 3. Incorporation**

The “CLACC” shall be and remain incorporated under the laws of the State of Texas as a nonprofit organization.

#### **Section 4. Quorum**

A meeting of the Board of Directors or the Executive Committee shall require a majority of members of the Board of Directors or Executive Committee to be in attendance to declare a quorum. If a quorum is not present, then no business can be transacted by the Board of Directors or Executive Committee.

### Article III MEMBERSHIPS AND DUES

#### **Section 1. Definition**

There shall be only two classes of membership in the “CLACC”:

- (a) Business Memberships, which shall be held and voted by the respective designated representatives of the Business Members.
- (b) Individual Memberships, which shall be limited to those persons who do not conduct any business or maintain an office for the practice of their profession in the area served by the “CLACC”.

#### **Section 2. (a) Eligibility**

(a) Any individual, firm, corporation, partnership association or other organization, estate, or trust interested in the objectives of the “CLACC” may be a member.

#### **Section 2. (b) Eligibility**

(b) The Chairman of the Board shall appoint the Ex-Officio Members with concurrence by the Board of Directors annually. These memberships may be exempt from all fees and dues but shall have all the rights of membership.

#### **Section 3. Membership**

All applications for membership must be accompanied with payment of dues and presented to the Board of Directors.

#### **Section 4. Membership Investments**

Annual business investments shall be determined by the membership investments structure. An annual review of the membership investment structure will be performed and approved by the majority vote of the Board of Directors. The “CLACC” shall not be obligated to refund any dues paid in advance by a member unless the member requests a refund within ninety (90) days of the initial application and has attended three (3) events during the ninety (90) day period.

#### **Section 5. Representation Right to Vote**

Each business membership shall be entitled to one (1) vote, which shall be cast by its designated representative. Individual memberships shall have no vote.

#### **Section 6. Membership Term**

All memberships shall have a term of twelve (12) months beginning with receipt of the completed application and dues described above in Article III, Section 4.

**Section 7: Membership Termination**

- (a) If any member shall fail to pay his/her dues within sixty (60) days after date of maturity, the member shall automatically lose his/her good standing and notice of the delinquency shall be given to the member. If, at the end of thirty (30) days after notice, the member remains delinquent after a total of 90 days, the member shall be removed from the roll of membership.
- (b) Termination by the Board of Directors for conduct that violates the bylaws or is prejudicial to the objects and purposes of the Clear Lake Area Chamber of Commerce, after notice to the member and an opportunity afforded for a hearing under procedures determined by the Board of Directors.
- (c) Death of the member if the member is an individual.
- (d) Dissolution of the Chamber of Commerce.

**Section 8. Resignation**

Each member shall be liable for dues until his/her written resignation has been received by the Chairman of the Board.

Article IV  
DIRECTORS

**Section 1. Powers and Duties**

- (a) The government of the “CLACC”, the direction of its work, and the control of its property and finances shall be vested in its Directors, who shall meet on a date prescribed by the Board of Directors.
- (b) The Board of Directors shall adopt such rules and regulations for conducting the business of the “CLACC” and for carrying on its work as may be consistent with the bylaws.
- (c) The Board of Directors shall submit to the membership an annual report of the work of the “CLACC”. The report shall be provided at the annual meeting and/or by mail or electronic mail.
- (d) The Board of Directors shall have power to fill all vacancies occurring on the Board of Directors between the annual elections. A Director resigning during his/her term may be replaced by appointment by the Chairman of the Board with concurrence by the Board of Directors.
- (e) Absence from three (3) regular meetings of a Director within any six (6) calendar months without an excuse deemed valid by the Chairman of the Board and so recorded by the Board of Directors shall be construed as a resignation.

**Section 2. (a) Election of Directors**

- (a) The Board of Directors shall consist of not less than seven (7) or not more than twenty-five (25) elected positions. All expired positions filled annually for a term of three (3) years from among the designated representatives of the business memberships, except for hold over positions elected by the Board of Directors to serve as an Officer as described in Article V, Section 3. No Director who has served a full three (3) year elective term shall be eligible to succeed himself/herself nor be appointed to fill a vacancy on the Board of Directors within a period of twelve (12) months following the completion of such term as a Director. No individual member,

as defined in Article III, Section 1. (b) shall serve on the Board of Directors. No more than two (2) members or employees from any one member shall serve concurrently.

(b) Elected Directors shall serve terms ending with the fiscal years of their respective terms, or until their successors shall have been duly appointed within the current fiscal year. Election shall be required to fill the remaining, unexpired term.

**Section 2 (c). Election of Directors**

(c) The Chairman of the Board will appoint a five (5) member nominating committee in April from business members in good standing, three (3) of whom shall be from the membership at large and not current Directors. The nominating committee will select a single slate candidate list and present said list to the Executive Committee and Board of Directors for ratification in June of each year. Candidates will be listed in alphabetical order on the ballot and sent electronically to the members in good standing in June. Ballots will be returned within seven (7) calendar days and be counted by the nominating committee by the first Friday in July of each year.

(d) Each Ex-Officio Member may appoint or designate a representative to appear for all Board of Director meetings. Ex-Officio Members shall have no vote on matters brought before the Board of Directors.

Article V  
OFFICERS

**Section 1. Designation**

The elected Officers of the “CLACC” shall be a Chairman of the Board, a Chairman Elect, immediate Past Chairman of the Board and four (4) Vice Chairs, whose duties are detailed in Article V Section 4. The Officers shall be elected for a term ending with the close of the fiscal year and until their successors shall have been elected. The Chairman of the Board may not serve more than one consecutive term. In addition, the Board of Directors may employ a President & Chief Executive Officer, who shall be a nonvoting Officer and member of the Board of Directors.

**Section 2. Election of Officers**

By April 1st of each year the Chairman of the Board shall appoint a nominating committee, consisting of not less than five (5) Directors in good standing, for the purpose of nominating the Officers of the “CLACC”. All nominees shall be selected from current Board of Directors in good standing. At the May Board of Directors meeting all of the Officers of the “CLACC”, consisting of a Chairman of the Board, the Chairman Elect, four (4) Vice Chairs and the immediate Past Chairman of the Board shall be elected by the Board of Directors from the slate presented by the nominating committee and from the floor. The Chairman Elect shall serve for a term of one year identical to the term of Chairman of the Board for that year. The votes of all Directors shall be taken and shall be counted by three (3) Directors appointed by the Chairman of the Board. An Officer (other than the Chairman of the Board) resigning or refusing to act during his/her term may be replaced by a current or past Board of Director appointed by the Chairman of the Board with the concurrence of the Board of Directors. The formal succession of Chairman Elect to Chairman of the Board during the term of the Chairman of the Board shall require the approval of the Board of Directors, but this requirement shall not restrict or limit the power of the Chairman Elect to act temporarily in the absence of the Chairman of the Board or the refusal of the Chairman of the Board to perform his/her duty.

### **Section 3. Hold Over Officers**

Elected Officers exceeding the three-year (3) term on the Board of Directors shall remain a voting member of the Board of Directors.

### **Section 4. Duties of Officers**

(a) Chairman of the Board - The Chairman of the Board shall preside at all meetings of the Executive Committee, the Board of Directors and of the membership. He/she shall perform all duties incident to the office and recommend such action as he/she may deem appropriate to increase the efficiency and usefulness of the "CLACC". He/she shall continue to serve as a voting member of the Board of Directors for one (1) year following his/her retirement as Chairman of the Board. When so authorized by the Board of Directors and when joined by the Vice Chair Administration, the Chair shall have authority to execute all contracts and obligations for the "CLACC". The Chairman of the Board shall appoint such standing divisions and special committees and their Chairman as may be deemed necessary for the conduct of the affairs of the Chamber in accordance with the approved Program of Work.

(b) Chairman Elect – Predominantly, the Chairman Elect shall be a Chairman in training. He/she shall prepare to assume the role of Chairman of the Board after a year of observation of and assistance to the Chairman of the Board and to the Board of Directors if it assigns to him/her other specific tasks and responsibilities. He/she also shall be available if, as and when the Chairman of the Board is unable and/or unwilling to perform the duties of Chairman of the Board on a temporary or a permanent basis and shall act with legal authority in the absence of the Chairman of the Board. If the absence of the Chairman of the Board has permanence or is deemed unacceptable to the Board of Directors for any reason, the Chairman of the Board shall be replaced by the Chairman Elect for the remainder of the term of the Chairman of the Board being replaced, if the Board of Directors so acts. The decision of the Board of Directors shall be final. If, as and when performing the duties of Chairman of the Board, he/she shall be governed by the duties of the Chairman of the Board, as specified herein.

(c) Vice Chair Administration – The Vice Chair – Administration shall act in the absence or disability of both the Chairman of the Board and the Chair Elect (unless the Vice Chair Administration is the Chair Elect). He/she shall have the official custody of and be responsible for the seal, the minutes of all meetings of the Executive Committee and Board of Directors, bylaws and all other records and documents of the "CLACC". Additional duties may be assigned by the Chairman of the Board.

(d) Vice Chair Membership - The duties of the Vice Chair Membership shall be assigned by the Chairman of the Board annually.

(e) Vice Chair Finance - The Vice Chair Finance shall review financial reports and any necessary accounting records. He/she shall render reports to the Board of Directors reflecting the current financial conditions of the "CLACC". Additional duties shall be: Chair of the Finance Committee, responsible for the formulation of an annual "CLACC" budget, and the dues structure. In the absence or disability of the Chairman of the Board, Chairman Elect or Vice Chair Administration, the Vice Chair Finance shall assume that Officer's duties in executing official documents for the "CLACC".

(f) Vice Chair Research – The Vice Chair Research shall serve as the Chair of the Key Documents Committee to review one of the following documents annually: bylaws, policy manual, strategic plan, emergency management plan and employee handbook. Other duties shall be assigned by the Chairman of the Board annually.

(g) President & Chief Executive Officer - The President & Chief Executive Officer shall be employed by and be responsible to the Board of Directors until such time as it shall accept his/her resignation or terminate his/her services. He/she shall faithfully perform the duties of such office in accordance with the bylaws, policy manual, and all others that the Board of Directors may direct. He/she shall appoint and fix the number and compensation of other “CLACC” employees and shall have authority to dismiss any such employees. The President & Chief Executive Officer as well as those staff members indicated by the Vice Chair Finance, shall be bonded, the premium(s) for which shall be paid by the “CLACC”. When so authorized by the Board of Directors, the President & Chief Executive Officer shall have authority to execute contracts and obligations to the “CLACC”. The President & Chief Executive Officer shall have authority to spend non-budgeted “CLACC” funds up to five thousand dollars (\$5,000.00); the President & Chief Executive Officer shall inform the Board of Directors of any non-budgeted expenditure at the next Board of Directors meeting. Shall serve as a nonvoting Officer and a nonvoting member of the Board of Directors.

Article VI  
INDEMNIFICATION

**Section 1. Indemnity**

The “CLACC” hereby indemnifies and holds harmless any Officer or Director (Board Member) of the “CLACC” against any damages, costs or expenses, including but not limited to attorney’s fee, judgments, fines, litigation costs or settlement responsibilities arising out of a claim, demand or cause of action against said Officer or Director for an action or failure to act that by him or her in the normal course of business for said Officer or Director in connection with his/her responsibilities and duties for the “CLACC”. This Indemnity applies to all threatened, pending finalized action, lawsuit, arbitration, administrative or other legal proceeding. Nothing herein shall indemnify the person for an ultra vires act by said Officer or Director nor shall it indemnify anyone for an action that was not performed in the normal course of business of the “CLACC”.

**Section 2. Insurance**

In accordance with Tex. Bus. Org. Code, Section 8.151 the Board of Directors shall ensure the “CLACC” maintains liability insurance for all Officers and Directors in an amount to be determined annually by the Board of Directors.

Article VII  
COMMITTEES

**Section 1. Executive Committee**

The Executive Committee may exercise all the powers of the Board of Directors between meetings of the Board of Directors or at any regular meeting of the Board of Directors at which a quorum is not present, provided that such committee shall make no changes of policy and shall not expend nonbudgeted “CLACC” funds in excess of fifteen thousand dollars (\$15,000.00). The Executive

Committee shall inform the Board of Directors of any business it transacted between regular Board of Directors meetings at the next Board of Directors meeting.

**Section 2. Other Committees**

Committees are designated also as divisions, subcommittees, bureaus, councils, alliances, task forces, etc. as set by the Board of Directors, and shall meet at a time determined by the Chairman. Said committees' duties and responsibilities will be determined annually in the Program of Work.

Article VIII  
MEMBERSHIP MEETINGS

**Section 1. Annual**

The annual membership meeting shall be held near the end of the fiscal year. The date and place of such annual meeting shall be determined by the Board of Directors.

**Section 2. Special Meetings**

Meetings other than the annual meeting may be called by the Chairman of the Board, Executive Committee, Board of Directors, or by written petition of any five percent (5%) of the members in good standing, stating the object and purpose of the meeting.

**Section 3. Notice**

Notice of the annual meeting or any special membership meeting shall be provided by regular and/or electronic mail to each member at least ten (10) days in advance of such meeting.

**Section 4. Quorum**

At all meetings of the general membership, five percent (5%) of the business members in good standing attending shall constitute a quorum.

Article IX  
ACCOUNTS AND RECORDS

**Section 1. Records-Financial Reviews**

An annual financial review and/or audit of all the books, records and accounts of the "CLACC" shall be made by a Certified Public Accountant at the conclusion of each fiscal year or at such other times as the Board of Directors may determine. An audit is recommended to be performed every third year. The report, when completed, shall be presented to the Board of Directors.

**Section 2. Records-Access**

On written demand, the "CLACC" books and records shall be open to inspection and copying, at the member's expense, by any qualified business member or their agent or attorney at any reasonable time for any proper purpose. The term books and records shall include all records relevant to that purpose.

Article X  
PARLIAMENTARY RULES

The proceedings of all “CLACC” meetings shall be governed and conducted according to the latest edition of Robert's Rules of Order, except as modified elsewhere in the bylaws and/or policy manual.

Article XI  
AMENDMENTS

All proposed amendments or changes in the bylaws shall first be approved by the Board of Directors by a two-thirds (2/3) vote before being submitted to the membership for vote. The proposed amendments to the bylaws shall be adopted by a majority vote of five percent (5%) of the business membership in good standing attending any duly called membership meeting. A notice of said meeting must be provided by regular and/or electronic mail to the membership not less than ten (10) days prior to such regular or special meeting. A copy of the proposed changes shall have been posted in the office of “CLACC”.

Article XII  
EFFECTIVE DATE

These bylaws shall be effective upon their adoption and shall supersede all existing bylaws.

Article XIII  
DISSOLUTION

The “CLACC” shall use its funds only to accomplish the objects and purposes specified by these bylaws, and no part of said funds shall inure, or be distributed, to the members of the “CLACC”. On dissolution of the “CLACC”, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Board of Directors.

Adopted June 24, 1987  
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Revised, 2007  
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