

AMENDED AND RESTATED BYLAWS OF  
COPPELL CHAMBER OF COMMERCE, INC.

ARTICLE I - GENERAL

1. REGISTERED OFFICE AND AGENT. The registered office and registered agent of the Coppel Chamber of Commerce, Inc. ("Chamber") shall be as set forth in the Chamber's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, after making the appropriate filing with the Secretary of State. The principal office of the Chamber shall be at 708 Main Street, Coppell, Texas 75019, provided that the Board of Directors shall have the power to change the location of the principal office ("Principal Office").
2. PURPOSE. The Chamber shall observe all local, state, and federal laws that apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code.

ARTICLE II – MEMBERS

1. MEMBERS. The Chamber shall have one class of members. Members may consist of any person or entity having an interest in the objectives of the Chamber that timely pays dues at the rate(s), schedule, or formula as may be determined by the Board of Directors.
2. TERMINATION OF MEMBERSHIP.
  - a. Resignation. Any Member may resign from the Chamber upon written request to the Board of Directors. Any unused membership dues shall not be refunded to the resigning Member.
  - b. Non-Payment. Any Member may be expelled from the Chamber by the Board of Directors for non-payment of membership dues after 90 days from the date such payment was due.
  - c. Board Vote. The Board of Directors, by affirmative vote of two-thirds (2/3), or more, of the Board of Directors, may suspend or expel a member for cause if such Member has committed unprofessional offenses that would lower the Chamber's standing in eyes of the public.
3. TRANSFER OF MEMBERSHIP. Membership is not transferable or assignable.
4. MEMBER MEETINGS.
  - a. Place. The Board of Directors may designate any place in Dallas County, Texas as the place of meeting for any annual meeting or for any special meeting of the Members. If no designation is made, the meeting shall be at the Principal Office.

b. Notice. Written or printed notice stating the place, day, and time of the meeting and,  
AMENDED AND RESTATED BYLAWS OF COPPELL CHAMBER OF COMMERCE, INC.

in case of a special meeting, the purpose for which the meeting is called, shall be given not less than ten (10) days before the date of the meeting, by or at the direction of the President or the Chairman of the Board.

- c. Annual Meeting. The annual meeting of Members shall be held on the date and time set by the Board of Directors. Failure to hold the annual meeting shall not dissolve the Chamber. If the Board of Directors fails to call the annual meeting at the designated time, any Member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Chamber.
- d. Special Meeting. Special meetings of the Members may be called by written notice from the President or a majority of the Board of Directors. Only business within the purpose described in the notice may be conducted at the special meeting.
- e. Voting. Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members. A Member may vote in person or may vote by proxy executed in writing by the Member. No proxy shall be valid after the expiration of the then-current calendar year or the written termination of the Member voting by proxy, whichever occurs first. Each proxy shall be revocable. The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the Members meeting, unless the vote of a greater number is required by law or these Bylaws. Any vote may be taken by voice or show of hands unless a Member entitled to vote, either in person or by proxy objects, in which case written ballots shall be used.
- f. Quorum. A majority of Members entitled to be cast, represented in person or by proxy, shall constitute a quorum. 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 shall not affect the presence of a quorum at the meeting. If a quorum is not present, the Members represented in person or by proxy may adjourn the meeting until there are a majority of the Members represented in person or by proxy at that meeting.
- g. Record Date. The record date for determining the Members entitled to notice of a Members' meeting and for determining the Members entitled to vote at a Members' meeting shall be the close of business on the business day preceding the date on which notice is given, such date in any case shall not be earlier than the 60th day before the date the action requiring the determination of Members is originally to be taken. The Chamber shall make the list of voting Members available at the meeting, and any voting Member is entitled to inspect the list at any time.
- h. Action Without Meeting. No action of the Members shall be taken without a meeting of the Members.

## ARTICLE III – BOARD OF DIRECTORS

1. ELIGIBILITY. The powers of the Chamber shall be exercised by or under the authority of the Board of Directors. Directors must be Members of the Chamber in good standing. Directors serve the Chamber in their Membership capacity. No Member shall be allowed more than one (1) Director. Each Director shall serve a three (3) year term. No Director may serve more than two (2) consecutive terms. All Directors must agree to be bound by these Bylaws and as amended.
  
2. NUMBER AND ELECTION OF DIRECTORS.
  - a. Number. The number of directors shall be more than sixteen (16) and less than twenty-five (25), provided that the number may be increased or decreased from time to time by an amendment to these Bylaws, provided that the number of directors may not be decreased to fewer than three (3) Members. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director. If a Director changes employment during the Director's term and the new employer is not a Chamber Member or the Director is not their new employer's designated liaison, then such Director shall have thirty (30) days after change in employment to either resign their Board position or have the new employer become a Member and be appointed as the designated liaison.
  
  - b. Election. Not later than the September monthly Board meeting each year, the Chair-Elect shall appoint the Nominating Committee to serve the Chamber until the following September. All Board of Director candidates must have Chamber Membership in good standing.
    - i. By the November regular meeting of the Board of Directors, the Board of Directors will vote on Director candidates. Director candidates shall be approved by a two-thirds (2/3), or more, affirmative vote. All newly elected Directors shall be seated the first business day of the following year.
  
  - c. Ex Officio Directors. The Mayor of Coppel, the Superintendent of Coppel ISD Schools, North Lake College Dean, and a City of Coppel appointed official shall serve as Ex Officio Directors. Each Ex Officio Director shall attend Board of Directors meetings and shall participate, but shall not count toward a quorum nor have a vote in any Board of Directors meeting. If an Ex Officio Director is unable to attend a Board of Directors meeting, then that Ex Officio Director may appoint a temporary replacement for purposes of attending only the meeting that the Ex Officio Director cannot attend.
  
3. REMOVAL.
  - a. Vote. A Director may be removed from office for a violation of these Bylaws, and as amended, by an affirmative vote of two-thirds (2/3), or more, vote of the other Directors.

- b. Attendance. No Director may miss more than three (3) monthly meetings per year. Failure to attend at least eight (8) meetings in a calendar year results in automatic removal from the Board of Directors.
4. RESIGNATION. A Director may resign by providing written notice of such resignation to the Chairman of the Board. The resignation shall be effective upon the date of receipt of the notice of resignation.
5. MEETINGS.
- a. Annual. The Board of Directors shall hold an annual meeting at which they shall elect committees and transact such other business as shall come before the meeting. The time and place of the annual meeting of the Board of Directors may be changed by resolution of the Board of Directors.
  - b. Regular. Regular meetings of the Board of Directors shall be held monthly with or without notice at such time and place as may be from time to time determined by the Board of Directors.
  - c. Special. The Chairman of the Board shall call a special meeting of the Board of Directors when requested to by the President or by a majority of Directors. Such special meeting shall be held at the date and time specified in the notice of meeting.
  - d. Place. The Chairman of the Board shall preside over all Board of Directors meetings. All meetings of the Board of Directors shall be held either at the principal office of the Chamber or at such other place within Dallas County, Texas as shall be specified in the notice of meeting.
  - e. Notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice for the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
  - f. Quorum. A quorum for the transaction of business by the Board of Directors shall be a majority of the Directors. Directors present by proxy may not be counted toward a quorum. The act of the majority of the Directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.
  - g. Proxy. A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable.
  - h. Compensation. Directors shall not receive any compensation for their services. A Director shall not serve the Chamber in any other capacity nor receive any compensation for such services.

- i. Action 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 a sufficient number of Board of Directors or committee members as would be necessary to take that action at a meeting at which all of the Board of Directors or members of the committee were present and voted. An electronic transmission consenting to an action to be taken is considered written, signed, and dated for the purposes of this section if the transmission was transmitted by or on behalf of the Director or member of a committee and the date on which the electronic transmission was transmitted.
6. COMMITTEES OF THE BOARD OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Members and/or Directors, each of which shall consist of at least one (1) Director. The committee shall gather such information and plan on such items as designated by the Board of Directors. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law or by these Bylaws, upon the Board of Directors, or upon any individual Director. Vacancies in the membership of any committee may be filled by appointments made by the Chairman of the Board of Directors. Each member of a committee shall continue unless (i) the committee shall be sooner terminated by the Chairman of the Board, (ii) such Member be removed from such committee by the Chairman of the Board, (iii) such Member cease to qualify as a Member thereof, or (iv) such Member shall resign from the committee. No Director and/or Member may be the chairperson for more than one committee in any calendar year. At a minimum, the Chamber shall have the following Committees:
  - a. Executive Committee. The Executive Committee shall act for and on behalf of the Board when the Board is not in session but shall be accountable to the Board for its actions. The Executive Committee shall be composed of the Chairman, Immediate Past Chairman, Chair-Elect, Treasurer, and as many as four (4) Vice Chairmen to carry out committee work as appointed by the Chairman. The Chairman will serve as Chairman of the Executive Committee. The President of the Chamber shall serve as an Ex-Officio member and advisor to the Executive Committee.
  - b. Personnel Committee. The Personnel Committee consisting of the Chairman, Chair-Elect and immediate Past Chairman shall comprise the Personnel Committee. The Personnel Committee will be chaired by the Chairman and will meet at least annually and as otherwise needed to review the performance of and determine the compensation for the President.
  - c. Nominating Committee. The Nominating Committee shall be comprised of the Chair-Elect, two (2) Board members, and two (2) general Members of the Chamber. The Chair-Elect shall serve as the chairperson. The Chairman and the President shall serve in an advisory role to the Nominating Committee. The year-long purpose for the Nominating Committee is to determine candidates to Board positions as

necessary through annual openings, to recommend candidates to fill Board vacancies throughout the year due to attrition, and all other charges as directed by the Chairman. Each candidate for election or appointment must be an active member in good standing and must have agreed to accept the responsibility of directorship.

7. DIRECTORS' ACTIONS.

- a. Representative. All Directors serve the Chamber as a representative of a Member. Directors do not serve the Chamber in their individual capacity. Except as otherwise provided herein, all Directors have the authority to vote at Board meetings, but Directors do not have authority for any other action whatsoever including, but not limited to, contracting on behalf of the Chamber, pledging, donating, or spending Chamber funds for the benefit of any individual or entity other than as approved by the Board of Directors, or managing the President or Chamber staff.
  - b. Professional Conduct. Directors shall hold themselves out to the public in a professional manner at all times. Unprofessional conduct may be grounds for removal from the Board of Directors.
  - c. Chamber Staff. The Executive Committee, as approved by the Board of Directors, hires, fires, and manages the Chamber's President. The Chamber's President hires, fires, and manages all other Chamber staff. No Director may control, instruct, or otherwise manage any Chamber staff.
  - d. Conflict of Interest. At each vote before the Board of Directors, Directors must disclose any conflict of interest that that Director may have regarding the subject matter of the vote, and such Director shall abstain from voting in the conflicting matter. The Secretary of the Chamber shall note the conflict and the Director's abstention in the meetings' minutes.
8. BUDGET. The Treasurer of the Board of Directors, together with the Executive Committee, shall prepare and provide an initial approval of the annual budget—conditioned upon final approval from the Board of Directors—before the first annual Board of Directors' meeting ("Budget"). At the first annual meeting of the Board of Directors, the Board of Directors shall consider the annual budget as presented by the Treasurer, and the Board of Directors shall finalize that year's annual budget at the first annual meeting of the Board of Directors. Once approved, the Chamber and the Directors and Members of the Chamber are bound to abide by the approved annual budget. Failure to adhere to the budget without further Board of Directors approval may result in removal from the Board of Directors. Any expenditures over the approved annual budget shall require an affirmative vote of two-thirds (2/3), or more, from the Board of Directors. Annual profits shall be rolled over to the following year's operating budget or allocated to the Chamber's savings account, as determined by an affirmative vote of two-thirds (2/3), or more, from the Board of Directors.
9. CODE OF ETHICS. All Directors must:

- a) Represent the interests of the Members without favoring interests either inside or outside of the Chamber;
- b) Not use Board service to place personal interests above the Chamber's interests;
- c) Avoid conflicts of interest, fully inform the other Directors of any conflicts of interest, and abstain from voting on matters in which a conflict exists;
- d) Respect and support the majority decision of the Board;
- e) Refrain from commenting on any Board actions to any person other than other Board members;
- f) Not exercise authority as a Board member except at a Board of Directors meeting or as otherwise delegated by the Board;
- g) Respect and treat courteously and professionally all Chamber staff and Refrain from having personal discussions with any Chamber staff regarding personnel matters;
- h) Not use Board service to get or seek benefits that are unavailable to the public; and
- i) Maintain all Chamber business and information in strict confidence.

#### ARTICLE IV - OFFICERS

1. NUMBER OF OFFICERS. The officers of the Chamber shall consist of a Chairman, a Chair-Elect, a President, a Secretary, and a Treasurer and may also consist of one or more vice-chairman and such other officers and assistant officers as the President and Chairman of the Board may deem necessary. No position may be filled by the same person. All officers, unless removed as provided for herein, shall serve one (1) year terms.
  2. REMOVAL OF OFFICERS, VACANCIES. Any officer elected or appointed may be removed by the affirmative vote from two-thirds (2/3), or more, of the Board of Directors. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
  3. POWERS OF OFFICERS. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. All officers and agents of the Chamber, as between themselves and the Chamber, shall have such authority and perform such duties in the management of the Chamber as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors.
  4. CHAIRMAN AND CHAIR-ELECT. The Chairman of the Board ("Chairman") shall preside at all meetings of the Members, the Board, the Executive Committee, and the Nominating Committee. The Chairman shall have the powers assigned to him by the
- AMENDED AND RESTATED BYLAWS OF COPPELL CHAMBER OF COMMERCE, INC.

majority of the Board or these Bylaws. The Chairman shall serve an annual term. The Chair-Elect shall be selected by the Nominating Committee by the November regular meeting of the Board. The Chair-Elect shall serve as Chairman if the Chairman cannot serve. Before December 1, the Chair-Elect shall determine all committee heads for the following year.

5. PRESIDENT. The President shall be the chief executive officer of the Chamber, preside at all meetings of all Members, except the Board of Directors, and see that all orders and resolutions of the Board of Directors are carried out, subject however, to the right of the Directors to delegate specific powers to any other officers of the Chamber. The President shall be ex-officio a member of all standing committees. The President shall submit monthly and annual reports of the operations of the Chamber to the Board of Directors.
6. VICE-CHAIRMEN. The Vice-Chairman, or Vice-Chairmen in order of their rank as fixed by the Chairman, if any, shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman, and they shall perform such other duties as the Board of Directors shall prescribe.
7. THE SECRETARY. The Secretary shall attend all meetings of the Board of Directors and of the Members and shall record all votes and the minutes of all proceedings. The Secretary shall give notice of all meetings of the Members and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. In the absence of the Secretary, the minutes of all meetings of the Board and Members shall be recorded by such person as shall be designated by the President.
8. THE TREASURER. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Chamber and shall deposit all moneys and other valuable effects in the name and to the credit of the Chamber in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Chamber as may be in accordance with the Budget, taking proper vouchers for such disbursements. The Treasurer shall render to the President and Directors an account of all of the Treasurer's transactions and of the financial condition of the Chamber and exhibit the books, records and accounts to the President or directors at any time. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

#### ARTICLE V - INDEMNIFICATION AND INSURANCE

1. INDEMNIFICATION. The Chamber 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.
2. INSURANCE. The Chamber may purchase and maintain insurance or another arrangement 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, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic Chamber, 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 Chamber would have the power to indemnify him or her against that liability. The insurance or other arrangement may be procured, maintained, or established within the Chamber or with any insurer or other person deemed appropriate by the Board of Directors, except the insurance issuer may not be a director, officer, employee, or agent of the Chamber. In the absence of fraud, the judgment of the Board of Directors as to 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 VI – DISSOLUTION

On dissolution of the Chamber by affirmative vote of two-thirds (2/3), or more, or the Board, any funds remaining after all expenses have been paid shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board as defined in IRS Section 501(c)(6), or as permitted by the Treasury Regulations governing the Chamber, to one or more organizations qualified as exempt from taxes under of the Internal Revenue Code that serves similar purposes as this Chamber. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Chamber is then located.

#### ARTICLE VII – MISCELLANEOUS

1. ROBERT'S RULES. The proceedings of the Chamber shall be governed by the latest edition of Robert's Rules of Order, except as may be determined by the Board of Directors.
2. WAIVER OF NOTICE. Whenever any notice is required to be given to any member or director of the Chamber under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
3. CONTRACTS. Unless approved by an affirmative vote of two-thirds (2/3), or more, of the Board of Directors, the President shall be the only person with legal authority to bind the Chamber to contracts. All other contract signatures are void.
4. CHECKS, DRAFTS, ETC. All checks, drafts or other instruments for payment of money or notes of the Chamber shall be signed by the President, the Chairman of the Board, the Treasurer, or such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.
5. DEPOSITS. All funds of the Chamber shall be deposited in such banks, trust companies, or other depositories as the Board of Directors may select.

6. GIFTS. The Board of Directors may accept on behalf of the Chamber any contribution, gift, or bequest for the general purposes or for any special purpose of the Chamber. But neither the Members, Board of Directors, nor Chamber shall make any gift to any third-party using Chamber funds, other than awards approved by the affirmative vote of two-third (2/3), or more, of the Board of Directors.
  
7. BOOKS AND RECORDS. For at least three (3) years after the date of the record, the Chamber shall keep correct and complete books and records of account, including financial records; shall keep minutes of the proceedings of the members, Board of Directors, and committees; and shall keep a record of the names and addresses of each Member in either written paper form or maintained by or on behalf of the Chamber. A Member of the Chamber, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Chamber relating to the stated purpose, at the expense of the member.
  
8. FINANCIAL RECORDS AND ANNUAL REPORTS. The Chamber shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Chamber, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Chamber shall be kept at the registered office or principal office of the Chamber in this state for at least three (3) years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Chamber may charge a reasonable expense for preparing a copy of a record or report. The fiscal year of the Chamber shall be as determined by the Board of Directors.
  
9. PRONOUNS AND HEADINGS. All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.
  
10. INVALID PROVISIONS. If any one or more of the provisions of these Bylaws 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 Bylaws shall not be affected thereby.

ARTICLE VIII - AMENDMENT OF BYLAWS

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, by an affirmative vote of two-thirds (2/3), or more, of the then-existing Board of Directors.

Adopted by the Board of Directors on \_\_\_\_\_, 2021.

\_\_\_\_\_  
Secretary

AMENDED AND RESTATED BYLAWS OF COPPELL CHAMBER OF COMMERCE, INC.