

BYLAWS

HOUMA-TERREBONNE CHAMBER OF COMMERCE

ARTICLE I - NAME

This organization is incorporated under the laws of the State of Louisiana and known as the Houma-Terrebonne Chamber of Commerce (the “Chamber”). Its principal office shall be located within the boundaries of Terrebonne Parish, Louisiana.

ARTICLE II - OBJECTIVE

The Houma-Terrebonne Chamber of Commerce is a member driven, volunteer organization dedicated to improving the quality of life by building a strong economy through promotion of services to members, partnerships, and alliances, legislative advocacy, economic development, education, and programs of action and value to sustain a prosperous and vibrant Terrebonne Parish.

MISSION:

Uniting Community, Building a Stronger Terrebonne

ARTICLE III - LIMITATION OF METHODS IN ITS ACTIVITIES

SECTION 1: The Chamber shall observe all local, state and federal laws which apply to a non-profit organization as defined in Article 501 (c) (6) of the Internal Revenue Code.

Section 2: The Chamber shall be non-political in its activities and shall at no time be authorized to endorse or support a candidate for public office. The Chamber may however, through two thirds vote of its Board of Directors at a scheduled meeting, take an official stand on propositions or referendums which deal with bonds, debts and tax elections and are being brought before the voters of this parish. The Chamber may also, with two thirds votes of its Board of Directors at a scheduled meeting, take an official position on proposed legislation on the national, state or local levels that deal with the commercial, industrial, cultural, civic and general interests of the Houma-Terrebonne community. Issues to be considered by the Board should be brought to the Board at least 30 days prior to the election, unless otherwise approved by the Executive Committee.

The Chamber may form a Political Action Committee (PAC) that would be used as a tool to educate the public on Chamber endorsed issues.

ARTICLE IV - MEMBERSHIP

SECTION 1: Individuals and firms interested in the mission and objectives of the Chamber shall be eligible for membership. Members shall enjoy all the rights and privileges of the Chamber according to their membership classification.

SECTION 2: Regular members shall pay dues in accordance with the current membership policy as approved by the Executive Committee and shall pay no less than the minimum amount set forth upon membership approval. The Executive Committee shall have the power and authority to develop, create, and adjust the dues schedule with the ratification of the Board of Directors.

SECTION 3: Firms and individuals are entitled to a maximum of three (3) votes when multiple dues are paid which are equal to a minimum of three (3) memberships; assigned memberships over and above three (3) shall be non-voting.

SECTION 4: Applications for membership shall be in writing or electronically, on forms provided for that purpose, and signed by the applicant. The Chamber CEO shall review all applications, confirm that they meet the goals and standards of the Chamber said membership; and submit the new members to the Board of Directors for approval at any scheduled Board meeting. Any applicant so approved shall become a member upon payment of the regularly scheduled investment. A “member in good standing” shall be interpreted to be a member who has been approved for membership in the Chamber, and whose membership and dues investment are current within thirty (30) days.

- A. Any member desiring to resign from membership in the Chamber shall give notice to the CEO.
- B. Any member shall be automatically terminated by the Board of Directors after ninety (90) days for non-payment of dues, unless otherwise extended for good cause.
- C. On the complaint of any member to the CEO, any member may be expelled by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for failing to comply with the values and objectives of the chamber. Prior to the vote, a notice and opportunity for a hearing by the Executive Committee are afforded the member against whom the complaint was filed. Any vote on the question of expelling of a member shall be by secret vote of the Executive Committee.

SECTION 5: Any currently-elected official or an individual who has qualified to seek public office shall not be eligible to serve as a member of the Board of Directors in any capacity.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1: The government of the Chamber, the direction of its work, and the control of its property shall be vested in, and exercised by, the Board of Directors, composed of no less than fifteen (15) and no more than twenty-five (25) voting members of the Chamber, four (4) of whom may be elected annually by the membership for a term of three (3) years, as hereinafter provided.

The Executive Committee may appoint four (4) members in good standing to serve for terms of three (3) years and in the event that the outgoing Chair of the Board's term is expiring, and he/she is not eligible for reelection, he/she shall be appointed for one (1) additional year and such appointment shall be one (1) of four (4) appointments by the Executive Committee. No member shall be eligible to serve for more than two (2) consecutive three (3) year terms as a member of the Board of Directors with the exception of: 1) the Immediate Past Chair who may serve a seventh (7) consecutive year as provided above and 2) any director who is a member of the Executive Committee shall be extended for consecutive 1-year terms for as long as such director remains a member of the Executive Committee. In order to be eligible to serve a second consecutive three (3) year term, a Board member must have attended at least six (6) Chamber functions in each year of his/her first three (3) year term.

Additionally, the term of. A maximum of two (2) voting representatives from any firm/organization are eligible to serve concurrently on the Board of Directors as per Article IV, Section 3. The Board of Directors, at its regularly scheduled meeting or at a special meeting called for that purpose, shall meet, qualify and elect a Chair of the Board, Chair -Elect, and Treasurer who shall serve for a term of one (1) year. The Board of Directors will also elect from a slate of four Division Vice Chairs nominated by the incoming Chair of the Board, who shall serve for a term of one (1) year.

The Directors shall have the power to fill vacancies on the Board. They may adopt rules for conducting the business of the Chamber and shall not meet less frequently than bi-monthly at such time and place as will be determined by them.

The Directors must attend a minimum of fifty (50) percent of the scheduled Board meetings held in each calendar year during the course of their three (3) year term of office in order to remain on the Board of Directors. When available, teleconferencing and/or videoconferencing will suffice as official attendance at a designated Board of Directors meeting.

SECTION 2: There shall be a Nominating Committee composed of the Chair of the Board; the Chair-Elect; the Immediate Past Chair, if he/she is willing to serve, otherwise, a past Chair selected by the Chair-Elect; and not less than two (2) nor more than four (4) members in good standing, selected at large from the general membership by the Chair-Elect. This Nominating Committee shall be established each year no later than August 1.

The duty of the Nominating Committee, chaired by the Chair-Elect of the Board of Directors, may nominate from the members in good standing, four (4) members for election to the Board. The Nominating Committee shall file with the Chamber CEO and Executive Committee a list of the recommended nominees no later than October 1 of each year.

Not later than the third Monday in October of each year, the CEO shall transmit to all voting members of the Chamber the official ballot containing the list of nominees submitted by the Nominating Committee. The official ballot shall include a designated blank for a voting member to insert and vote for a write-in candidate whose name shall be inserted in the blank and received by the Chamber office no later than October 31. The Chamber staff shall tabulate all votes. When the vote is tabulated, the four (4) candidates receiving the largest number of votes shall be declared elected for a term of three (3) years beginning January 1 following the election. The Executive Committee shall review and certify election results at its next occurring regular meeting.

Minimum board requirements: Board membership shall be a three (3) year commitment that shall require each board member, at a minimum, to:

1. Be a member in good standing of the Houma-Terrebonne Chamber of Commerce;
2. Attend a minimum of 50% of all scheduled Board meetings annually;
3. Adhere to the Chamber Ethics Policy;
4. Any Board Member in violation of the board requirements shall be notified in writing by the Chamber Chair. Any Board Member may be expelled by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for breaching Board requirements after notice and opportunity for a hearing by the Executive Committee are afforded the member. Any vote on the question of expulsion of a member shall be by secret ballot of the Executive Committee.
5. The Executive Committee by vote of 2/3 of its Members shall have the discretion to waive any minimum Board eligibility requirements on a case by case basis due to any extenuating circumstances.

SECTION 3: The Board of Directors may at any regular meeting, by unanimous vote of the members present, admit to honorary Board of Director membership, without voting privileges, all Past Chairs retired from business and any other person preminent by ability and high esteem.

SECTION 4: Each Past Chair of the Board who is a Chamber member, in good standing, shall, at his/her discretion, be an ex-officio non-voting member of the Board.

SECTION 5: The regular meeting of the Board of Directors will be held at a minimum bi-monthly with notice at such place as the Board of Directors may designate. The Board may change the regular meeting date due to conflicts with holidays or for any other reason.

Special meetings of the Board of Directors may be called at any time by a majority of the Board of Directors, by the Executive Committee or by the Chair of the Board, or in writing or electronic means, with or without a meeting.

Notice of the time, place and purpose of every special meeting of the Board of Directors will be transmitted to each Director as set forth in Article XVIII of these Bylaws by means of mail, e-mail, facsimile transmission, personal delivery, telegraph, telephone, or other communication equipment, to be received no later than two (2) days before the date of the meeting; provided, however, that any Director present at a meeting who does not then object to lack of proper notice shall be deemed to have received or waived notice of such meeting, and provided further that notice of a meeting may be waived in writing any time without specifying in such waiver the purpose of or the business transacted at such meeting.

ARTICLE VI - OFFICERS

SECTION 1: In December of each year, the Board of Directors shall elect as Officers for the ensuing year: a Chair, a Chair-Elect, and a Treasurer. A Past Chair selected by the Chair of the Board will also serve as an Officer. The Chair-Elect of the Board may nominate four (4) additional Division Vice Chairs to various assignments. All of these Officers shall be elected from the membership of

the Board for a term of one (1) year, provided that any officer may be removed from office at any time by the Board of Directors, with or without cause, provided that any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

In order to qualify as Chair-Elect, an individual must have served two consecutive years on the Executive Committee immediately preceding his or her term as Chair-Elect.

The Board of Directors shall select and employ the CEO, who shall be the Secretary, non-voting Officer and whose compensation shall be determined by the Executive Committee and approved by the board.

SECTION 2: The Chair of the Board shall preside at all meetings of the Chamber, the Board of Directors and the Executive Committee, and shall perform all duties incident to this office. He shall at the Annual Meeting of the Corporation, and, at such times as he may deem proper, commend to the membership of the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.

SECTION 3: The duties of the Division Vice-Chairs shall be such as their titles by general usage would indicate as well as those that may be assigned the Chair of the Board as described in the appropriate Committee Section. In addition to the above, it shall be the duty of the Chair-Elect, in the absence of the Chair of the Board, to act for him/her and to perform such other duties as ordinarily pertain to his/her office. It shall be the duty of the Treasurer, in the absence of the Chair of the Board and the Chair Elect, to act for the Chair of the Board and to perform such other duties as ordinarily pertain to his/her office. Each Vice-Chair of a division shall also be an Ex Officio member of any and all committees within his/her assignment.

SECTION 4: It shall be the duty of the Treasurer to oversee management of all funds of the Chamber, accounting for same to the Board of Directors. Candidates for Treasurer should be experienced in financial matters by way of profession, education or experience. He or she shall, with the approval of the Board, designate as depository regular authorized financial institutions insured by the Federal Depository Insurance Corporation to secure the amount deposited. He or she shall serve as Chair of the Finance Committee.

SECTION 5: The Chief Executive Officer shall be charged with the general supervision and management of the office and business affairs of the Chamber. The CEO shall perform the duties of the Board Secretary; shall act as Agent for service of process; and shall conduct the correspondence, oversee the staff of the Chamber, preserve the records, documents, and communications, sign contracts when authorized by the Board, keep books of accounts, and maintain an accurate record of the proceedings of the Chamber and the Board of Directors meetings. The CEO shall be evaluated at least annually by the Executive Committee.

ARTICLE VII – DIVISIONS AND COMMITTEES

SECTION 1: The Chair of the Board shall authorize and define the powers and duties of all Divisions and Committees, subject to ratification by the Board of Directors.

SECTION 2. No committee shall have the authority to commit or expend funds without expressed approval from the Board. No committee shall have the authority to initiate a program or submit a position of the Chamber without expressed approval from the Board. Minutes of all committee meetings shall be presented to the Board. Voting by the committees should be in accordance with Article IV – Membership Section 3.

SECTION 3: The Executive Committee shall meet, at minimum, monthly with notice.

During the intervals between the meetings of the Board, when immediate action is required, the Executive Committee shall possess and may exercise all the powers of the Board; its action shall be submitted for communication to the full Board of Directors at its next regular meeting. Notwithstanding the foregoing, the Executive Committee shall have no right, power or authority to do any of the following, all of which are expressly reserved for the Board:

- a) dissolution or merger of the Chamber;
- b) amending the By-Laws;
- c) hiring or firing the CEO;
- d) filling vacancies in or removing members of the Board of Directors;
- e) approving the sale, lease or encumbrance of all or substantially all of the assets of the Chamber;
- f) expulsion of a Chamber member from membership;
- g) approval of honorary Board members;
- h) approval of all committees;
- i) approval of the budget.

SECTION 4: There shall be a standing Finance Committee of not less than four (4) persons and no greater than seven (7). The Finance Committee shall be comprised of the Treasurer, Chair-elect and such other members as may be appointed by the Chair of the Board and who shall have knowledge by education or experience in accounting and financial matters. The Treasurer shall serve as the Chair of the Finance Committee. The Finance Committee shall follow all policies and procedures as adopted by the Board of Directors of the Chamber.

ARTICLE VIII - DISBURSEMENTS

SECTION 1: Upon the approval of the Budget, the CEO may be authorized to make disbursements on account of expenses provided for in the Budget without further approval by the Board of Directors.

SECTION 2: No non-budgeted disbursements of the Funds of the Corporation shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors.

ARTICLE IX - BUDGET

The CEO and Finance Committee shall compile an annual budget of estimated expenses and submit it to the Board of Directors at the board meeting in December of each year. As passed by the Board, with or without change or modification, this budget shall be the appropriation measure of the corporation. No Committee may exceed its appropriation without consent of the Board of Directors.

ARTICLE X - INDEMNIFICATION

The Chamber shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceedings, whether civil, criminal, administrative or investigative (including any action by or in the right of the Chamber) by reason of the fact that he/she is or was a Director, Officer, Employee or Agent of the Chamber or is or was serving at the request of the Chamber as a Director, Officer, Employee or Agent of another non-profit, business or foreign corporation, partnership, joint venture or other enterprise, to the fullest extent as is permitted under the Non-Profit Corporation Law of Louisiana as the same may be from time to time amended.

ARTICLE XI - FISCAL YEAR

The Fiscal Year shall be the calendar year, January 1 through December 31.

ARTICLE XII - PARLIAMENTARY PROCEDURE

The Proceedings of the corporation meetings shall be governed by and conducted according to Robert's Rule of Order, Newly Revised; a New and Enlarged Edition.

ARTICLE XIII - AMENDMENTS

These by-laws may be amended or altered by a two-thirds (2/3) vote of those present at any regular or special meeting of the Board of Directors, provided written notice of the proposed change shall have been transmitted by the CEO to each Director not less than twenty (20) days prior to such meeting.

ARTICLE XIV - AUDIT

The accounts of the Chamber shall be audited every third year and a financial statement be conducted in other years as of the close of business on December 31 by an independent certified public accountant selected by the Executive Committee. The Auditor's report shall be available for examination.

ARTICLE XV - QUORUM

- A. At any duly called general meeting of the Chamber, ten (10%) percent of the members shall constitute a quorum.
- B. Fifty (50%) percent of the Board of Directors shall constitute a quorum of the Board.
- C. Fifty (50%) percent of the members of Chamber Executive Committee and Finance Committee shall constitute a quorum.
- D. Ten percent (10%) of the members of any other committee shall constitute a quorum.

ARTICLE XVI - ENACTMENT

All by-laws shall be effective upon their adoption.

ARTICLE XVII – DISSOLUTION

The Chamber may be dissolved by resolution adopted at any annual meeting or special meeting of the membership or by resolution adopted by affirmative vote of two-thirds (2/3) of the members present at an annual or special meeting, the notice of which set forth the consideration of dissolution as a purpose of the meeting. Following the adoption of a resolution for dissolution, the affairs of the Chamber shall be concluded in accordance with the provisions of La. R.S. 12:249, et. seq. In the event of dissolution, the Liquidator shall dispose of all assets of the Chamber remaining after the claims of creditors have been satisfied to entities operating solely for similarly non-profit public purposes and which are qualified for exemption under Section 501 (c) (6) of the Internal Revenue Code of the United States, or to federal, state, parish, or city governments for public purposes.

ARTICLE XVIII – NOTICES AND OTHER COMMUNICATIONS

Notwithstanding anything to the contrary expressed or implied herein, any notice or other communications which must be given or transmitted by the Chamber under the Chamber's Articles of Incorporation, By-Laws or applicable law may be given or transmitted by actual delivery, U. S. Mail, facsimile transmittal, e-mail, telephone call, or any other electronic means addressed to such address as may be given to the Chamber by each member, officer, and director. Each member, officer and director shall provide an address for actual delivery, for U. S. Mail delivery, for facsimile transmission and for e-mail transmissions.

ARTICLE XIX – EMPLOYEE AND BOARD FIDELITY BONDS

The Chamber shall obtain employee and board fidelity bonds with such limits and terms as the Executive Committee may approve.

Revised 12/14/93 (Adopted by board of directors at meeting on this date)

Revised 3/8/94 (Additional amendments adopted at Board of Directors meeting on this date)

Further revised 7/12/94 at board meeting - Most Current Bylaws

Further revised at board of directors' meeting on 8/8/95 - Most Current Bylaws

Revised August 1997 (Board of Directors)

Revised May 9, 2000 (Board of Directors) (Article IV, Section 2)

Revised October 10, 2000 (Board of Directors) (Article VI, Sections 2-3)

Revised September 10, 2002 (Board of Directors) (Article IV, Section 5C, Article VI Sections 1-3, Article VII Sections 1-5, Article VIII Sections 1-4, Article XIII)

Revised January 14, 2004 (Board of Directors) Adopted by board on this date.

Revised December 13, 2005 (Board of Directors) Adopted by board on this date.

Revised October 9, 2007 (Board of Directors)(Article VI, Section 4) Adopted by the board on this date.

Revised November 13, 2007 (Board of Directors)(Article (VI, Section 1)Adopted by the board on this date.

Revised June 10, 2008 (Board of Directors)(Article VI, Section 4) Adopted by the board on this date.

Revised January 12, 2010 (Board of Directors) Adopted by the board on this date.

Revised September 13, 2011 (Board of Directors) Adopted by the board on this date.

Revised September 11, 2012 (Board of Directors) Adopted by the board on this date

Revised December 18, 2018, (Board of Directors) Adopted by the board on this date

Revised May 21, 2019, (Board of Directors) Adopted by the board on this date