

Cranfills Gap Chamber of Commerce

Constitution and By-Laws

Approved 14 April 2016

AMENDED 3 JUNE 2022

Cranfills Gap Chamber of Commerce

Constitution

Article I

Name and Exemption Status

The name of this organization shall be the Cranfills Gap Chamber of Commerce ~~which is a not for profit IRS 501 (c) 6 exempt organization [non-profit status pending].~~

Article II

Objective

Section 1 Cranfills Gap Chamber of Commerce, ~~a not for profit exempt organization,~~ is organized to promote and advance the commercial, industrial, trade area, civic, and community interests of Cranfills Gap ~~[Non-profit status pending].~~

Section 2 ~~Maintain not for profit 501 (c) 6 exempt status [non-profit status pending],~~ The Cranfills Gap Chamber of Commerce shall provide financial support to include the following areas of commercial, industrial, trade and civic interest but not limited to the following:

- a. Scholarships to support graduating CGISD seniors to include recently graduated students
- b. Bosque County Helping Hands
- c. Cranfills Gap Youth Support Group
- d. **Cranfills Gap Veterans War Memorial**
- e. **Christmas in the Park**
- f. **Septemberfest/FallFest**

Section 3 Financial support for the areas provided in Article II, Section 2 shall be further annotated in the Budget report for the Chamber Calendar year as outlined in Article IX.

Section 4 The Cranfills Gap Chamber of Commerce is a nonpartisan and nondenominational organization.

Section 5 The Cranfills Gap Chamber of Commerce shall, as an organization, lend no support to or take any part or representation in the election or appointment of any candidate for public office.

Article III

Membership

Section 1 Any person, association, corporation, partnership or estate interested in the Objective of the Cranfills Gap Chamber of Commerce, as stated in Article II, shall be eligible for membership.

Section 2 Each membership shall pay appropriate dues annually and abide by the Constitution and By-Laws, which govern the Cranfills Gap Chamber of Commerce.

Section 3 Each membership in good standing is entitled to one vote.

Section 4 Membership in good standing is defined as Member that:

- a. Has attended three [3] business meetings within the previous nine [9] months, and
- b. Has attended or participated in one [1] Chamber activity in the previous nine [9] months, and
- c. Who is current on annual dues

Section 5 If an individual joins the Chamber of Commerce for more than one [1] entity, that individual is entitled to only one [1] vote and not a vote for each entity for which joined.

Article IV

Chamber Year

The Cranfills Gap Chamber of Commerce business year shall begin ~~May 1 through April 30~~ **January 1 through December 31.**

Article V

Governance

The governing body of the Cranfills Gap Chamber of Commerce shall be the Board of Directors consisting of ~~5 [Five]~~ **15 [Fifteen]** members **to include the four duly elected officers of the Cranfills Gap Chamber.**

Section 1 The Board of Directors members shall be elected by majority approval of the membership during the ~~March~~ **November** business meeting.

Section 2 Nominations for vacant Director Members shall be solicited from members in good standing at the ~~February-October~~ business meeting with the following stipulations:

- a. No two [2] Directors shall be from the same household
- b. No two [2] Directors shall have an employee-employer relationship

Section 3 To fill a vacancy for an unexpired term of a member of the Board of Directors, the Board of Directors shall solicit nominations from the membership.

Section 4 Board of Director Members shall serve One [1] term of Three [3] consecutive years.

Section 5 The nomination and election cycle for the Board of Directors is ~~Two [2], Two [2], and One [1]-Four [4], Four [4], and Three [3]~~.

Section 6 Board of Director Members who miss more than three [3] Board of Director meetings in succession are subject for dismissal as a member of the Board of Directors. Dismissal of a member of the Board of Directors is by a majority vote of the Board of Directors.

Article VI

Officers

Section 1 The officers of the Cranfills Gap Chamber of Commerce shall be President, Vice-President, Secretary, and Treasurer ~~and shall serve on the Board of Directors~~.

Section 2 The term of the office of President, Vice-President, Secretary, and Treasurer shall be for 1 [One] year.

Section 3 An officer can serve no more than Two [2] consecutive terms in any one officer position.

Section 4 Members in good standing shall be eligible to be nominated, elected and serve as an Officer.

Section 5 Selection of officers shall be by a Nominating Committee chosen in ~~February-October~~ of the Chamber calendar year from the membership by the Board of Directors. The Nomination Committee shall present the slate of officers at the ~~March- November~~ business meeting to be voted upon by the membership. Nominations shall also be accepted from the floor.

Section 6 The Term of Officers shall begin with the first Chamber business meeting each ~~May-January~~.

Article VII

Meetings [Membership]

Meetings of the membership shall be held on the second ~~Thursday~~ ~~Wednesday~~ of each month at 6:30pm unless otherwise arranged.

Meetings of the Board of Directors shall be held on a quarterly basis, at a minimum.

Article VIII

Tasks and Activities

Section 1 Tasks and Activities for the new Chamber year shall be presented by the ~~respective committee chair to the Board of Directors during the October~~ ~~President to the Membership at the December~~ Board of Director ~~business~~ meeting for review, edit, and additions of Tasks and Activities.

Section 2 Tasks and Activities as reviewed and edited by ~~the Directors at the October meeting shall be presented to~~ the membership during the ~~December~~ ~~November~~ business meeting ~~shall be presented to the Board of Directors by the President at the January Board of Directors meeting.~~

~~Section 3 — Each Task and Activity shall be reviewed, discussed, and approved by the Board of Directors during the January meeting.~~

~~Section 4 — The Task and Activities approved by the Board of Directors shall be presented to the membership for final approval at the February membership meeting.~~

Section 5 3 If during the review and discussion by the membership of the actions taken by the Board of Directors, the membership can request Task and Activities be added by approval of the membership.

Section 6 4 Additional Tasks and Activities shall be added throughout the Chamber Year pending process outlined in Article VIII, Section 2.

Article IX

Annual Budget

Section 1 The Budget Committee shall be established each ~~December~~ ~~September~~.

Section 2 The Budget Committee shall consist of one [1] member from the membership, the President, Treasurer, and one [1] ~~designated committee chair~~ ~~assigned member~~ of the Board of Directors.

Section 3 The ~~assigned member~~ designated committee chair of the Board of Directors shall act as chairman of the Budget Committee.

Section 4 The Annual Budget for the next Chamber year shall be established each ~~January~~ ~~October~~.

Section 5 The Budget Committee shall present the proposed budget to the Board of Directors for review and approval at the ~~February~~ ~~November~~ meeting of the Board of Directors.

Section 6 The budget as presented by the Budget Committee and approved by the Board of Directors shall be presented to the membership at the ~~March~~ ~~December~~ meeting for review, discussion, and approval.

Article X

Committees

Section 1 The Board of Directors and Officers ~~designates~~ shall ~~chair committees as assigned~~ ~~appoint all committees~~.

Section 2 The Board of Directors ~~designate~~ shall ~~act as chairperson of the assigned~~ ~~committed to select a Director to serve as an ex-officio member for each respective committee~~ ~~to~~ ensure expedient communications with the Board of Directors, Chamber President and officers and to work with the committee ~~members for respective assignments~~. ~~chair who is responsible for work assigned to the respective committee[s]~~.

Section 3 Standing Committees are as follows, but not limited to the following:

- a. Membership
- b. Fundraising
- c. Meals and Speakers [Vice President shall be standing chair]
- d. Web Administration
- e. Budget – formation and audit
- f. Communications and Advertising
- g. Tasks and Activities
- h. Planning and Strategic Goals
- i. Scholarship
- j. Nominating Committee
- k. ~~Parliamentarian~~

Article XI

Parliamentary Proceedings

Roberts Rules of Order shall be used for Board of Director and General Membership meetings.

Article XII

Amendments

Section 1 The Cranfills Gap Chamber of Commerce Constitution shall be amended by two-thirds vote of the membership at a regular or special meeting of the Chamber of Commerce.

Section 2 Notice of the proposed change[s] and the full content of the proposed changes shall be provided to all members no less than ten [10] days prior to respective meeting as addressed in Article XII, Section 1.

Section 3 Notice of proposed changes shall be provided to the membership by US Postal Service for those members who do not have email or internet access, and/or social media [email, notice on Chamber web site]. Notice shall be available upon request.

BY-LAWS

Article I

Duties of Officers

Section 1 The President shall preside at all meetings of the Cranfills Gap Chamber of Commerce and the Board of Directors, performs all duties of the office, and shall be an ex-officio member of all committees along with a Board of Director selectee.

Section 2 The Vice President shall act in the absence of the President. In the absence of the President and Vice President, the senior ranking member of the Board of Directors shall act temporarily.

Section 3 The Secretary shall conduct the official correspondence, preserve all books, documents and communications, and maintain an accurate record of the proceedings of the Cranfills Gap Chamber of Commerce membership meetings and Board of Directors meetings.

Section 4 The Treasurer shall receive and disburse the funds of the Cranfills Gap Chamber of Commerce to include routine [monthly, bi-weekly, quarterly, semi-annual, and annual] payments as defined in Article IV, Terms and Definitions:

- a. All Disbursements shall be made by check and signed by the Treasurer
 - i. First Security State Bank- Cranfills Gap shall be the holder of the Chamber of Commerce accounts
 - ii. First Security State Bank shall hold a signature card to allow the Chamber President, Vice-President, Secretary, or Treasurer to have check signing privileges
 - iii. Any check written to cover routine or non-routine payments of \$250 or more shall require two [2] signatures
- b. Payment review process shall consist of:
 - i. Items approved through Budget process[Routine payment]
 1. Receive receipt for expense by the Chamber President or Treasurer
 2. Chamber President notifies Board of Directors that receipt for approved expense was received
 3. Treasurer to make payment within five [5] days
 - ii. Items not approved through Budget process [Non-routine payment]
 1. Expense item discussed at Board of Directors meeting for review and approval with final approval of the membership at a monthly meeting prior to expense obligation
 2. Chamber President or Treasurer received receipt for expense
 3. Chamber President notifies Board of Directors that receipt for approved expense was received

- 4. Treasurer to make payment within five [5] business days or as soon as practicable
- c. The Treasurer shall provide report of the financial status of the Cranfills Gap Chamber of Commerce at Board of Director meetings and membership meetings:
 - i. Financial status report[s] shall be in spreadsheet format
- d. The Treasurer **and Board of Director Membership committee chair** shall maintain records to support member in good standing status, i.e., business meetings attended, dues paid, and chamber activities involved

~~Article II~~

Meetings of the Board of Directors

Section 1 Meetings of the Cranfills Gap Chamber of Commerce Board of Directors **and Chamber Officers are open meetings and shall** be held on a quarterly basis, at a minimum.

Section 2 The Cranfills Gap Chamber of Commerce Board of Directors **and Officers** shall meet ~~in February of each year to~~

- a. review the financial records ~~as presented by the Treasurer~~
- b. discuss Board committee chairperson reports as presented
- c. discuss monthly business agenda as presented by the Chamber President ~~of the current Chamber year and bring a report to the membership at the March membership meeting.~~
- d. Enter into executive session as needed according to Open Meeting Act requirements

Article III

Dues

Section 1 Annual Dues are as follows:

Business	\$60
Individual/Non-Business	\$25 per person

Section 2 Dues shall be paid annually by ~~April 30~~ **December 31** but shall be collected any time during the Chamber Calendar year without proration.

Article IV

Terms and Definitions

Section 1 Terms and Definitions are as follows:

- a. Routine payments [Monthly, Bi-weekly, Quarterly, Semi-Annual, Annual] -- Payments approved through the budget process occurring on a regular basis or recurrent payments less than \$250
- b. Non-Routine payments – payments for expense requiring approval prior to obligation. Payments that do not occur on a regular basis or payment equal to or greater than \$250
- c. Non-Routine payments process – process to ensure expense is approved prior to obligation
 - i. Items not approved through Budget process [Non-routine payment]
 1. Expense item discussed at Board of Directors meeting for review and approval with final approval of the membership at a monthly meeting prior to expense obligation
 2. Chamber President or Treasurer received receipt for expense
 3. Chamber President notifies Board of Directors that receipt for approved expense was received
 4. Treasurer to make payment within five [5] business days or as soon as practicable.
- e. Membership in good standing- - member that meets the following requirements
 - i. Has attended three [3] business meetings within the previous nine [9] months, and
 - ii. Has attended or participated in one [1] Chamber activity in the previous nine [9] months, and
 - iii. Who is current on annual dues

Addendum
Standing Actions

Date	Action
Each Month	Chamber Business meeting on 2 nd Thursday Wednesday
Quarterly	Or as directed by Chamber President, hold Chamber Board of Directors meeting
February	Scholarship Committee review scholarship requirements and award amount[s] and update entry forms. Begin organizing and planning for Spring/Newcomers or Fundraising banquet – historically held in April
March	Coordinate Gap Clean-up with Progressive Waste Management City of Cranfills Gap for dumpsters and County Commissioner with priority date of last Saturday in March if possible. Distribute scholarship entry forms to Cranfills Gap ISD School Counsellor for April 1 submission.
April May	Board of Directors select Scholarship awardees from entries received. Or as directed by Chamber President - Hold Spring/Newcomers or fundraising Banquet
May	Chamber business meeting – appoint a committee to select the Cranfills Gap resident as the winner of the Prettiest Yard. Retrieve sign from storage building behind City Hall. CGISD award winners – take award letters to CGISD School Counsellor. During Chamber meeting - announce scholarship winners. CGISD senior graduation – Chamber representative present scholarship[s] at graduation exercises to award winners. Begin organization and planning for Fourth of July Kids Fun Day
June	Begin planning for Septemberfest-Chamber business meeting in June-Elect the Grand Marshal for Septemberfest.
	Update and have magnetic name signs reprinted with name of newly selected Grand Marshal[s] on sign.
	Obtain car/truck/vehicle for Grand Marshal to ride.

	Submit form for booth at Septemberfest
July	July 4 th - Hold Fourth of July Kids Fun Day
August	Begin to assist coordination and planning of Family Fall Fest on Main Street in the Gap scheduled for October
September	Have Gap Chamber booth at Septemberfest
October	Assist with Family Fall Fest on Main Street in the Gap Begin planning for Christmas in the Park
November	Prior to Thanksgiving, coordinate with: CGISD Ag teacher to have selected Ag students remove holiday lights from storage [old fire station] and place lights at base of utility poles Call UCS Ted Gebhardt at Cell 254-396-0025 to hang Holiday lights on utility poles by the 1 st Saturday in December
December	Chamber business meeting in December – appoint committee to select the Cranfills Gap residents as the winner and runner-up of the Best Christmas Decorated Yard. Retrieve sign from storage at City Hall and return sign to City Hall for storage. After Christmas holidays, coordinate with: UCS Ted Gebhardt at Cell 254-396-0025 to remove Holiday lights from utility poles CGISD Ag teacher to have selected Ag students collect holiday lights and place into storage [old fire station]