

BYLAWS
OF THE
AMARILLO CHAMBER OF COMMERCE

ARTICLE 1

Name and Location

Section 1.01 The title and corporate name of this organization shall be AMARILLO CHAMBER OF COMMERCE, hereinafter referred to as the "Chamber" and these Bylaws shall govern the affairs of the Chamber as a non-profit corporation.

Section 1.02 The principal office of the Chamber shall be in the City of Amarillo, Potter County, Texas. The Chamber serves the greater Amarillo metropolitan area, which is primarily comprised of portions of Potter County and Randall County, Texas.

Section 1.03 The Chamber will maintain a registered office and registered agent in Texas. The registered office may, but need not, be the same as the Chamber's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

Section 1.04 The Chamber shall observe all local, state and Federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code, as the same may be supplemented or amended.

ARTICLE 2

Purpose

Section 2.01 As set forth in the Restated Articles of Incorporation, the purpose of the Chamber is to be a leader for the improvement of the economy of Amarillo. The Chamber's aim in supplying this leadership is to improve all segments of the area economy by stimulating not only economic expansion, but also growth and improvement in the cultural, social, educational, environmental, and governmental services in the region. The Chamber's emphasis will be on actions by the Chamber's voluntary members to accomplish specific results. Programs will be designed to implement short term as well as long term plans and actions. The Chamber's philosophy is to produce results in the improvement of the area economy and the quality of life by providing a platform for volunteer leadership to carry out specific programs and projects to build a better Amarillo.

ARTICLE 3

Membership

Section 3.01 There shall be eligible as members of the Chamber the following:

(a) Business and Professional Membership. Any association or entity, regardless of its organizational structure, engaged in a business or profession, or any estate or trust may become a member by making application as provided by the Chamber Board of Directors ("Board") and paying the membership investment hereinafter provided.

(b) Individual Membership. Any person may become a member by making application as provided by the Board and paying the membership investment hereinafter provided.

(c) Honorary Membership. Any person who shall have rendered outstanding service to the City of Amarillo or the Chamber shall be eligible to receive an honorary membership in the Chamber. Honorary membership shall be awarded by a two-thirds (2/3rds) vote of the Board, and such honorary members shall pay no membership investment, shall have no vote, and shall not be eligible to hold office in the Chamber.

(d) Courtesy Membership. An entity that cannot otherwise become a member of the Chamber may be designated by the President to receive a courtesy membership. Such courtesy members shall pay no membership investment, shall have no vote unless otherwise provided herein, and are only entitled to receive communications from the Chamber in order to be informed of Chamber activities and initiatives.

Section 3.02 The minimum membership investment of any member other than an honorary or courtesy member shall be established by the Board and subject to annual review and adjustment. Membership cannot be assigned or transferred.

Section 3.03 A member may be expelled for cause by a two-thirds (2/3rds) vote of the Board. In case expulsion is proposed, the charge shall be presented in writing to the Board and a copy of the charge sent to the member in question by the President with notice as to the time and place of the meeting to consider such expulsion. The member shall be entitled to a hearing prior to the action of the Board. The form of the proceedings and the procedure for conduct of such hearing shall be determined by the Board.

Section 3.04 Each member in good standing is entitled to one (1) non-cumulative vote in the annual election of Directors and one (1) non-cumulative vote concerning the Chamber's annual programs. All other matters of the Chamber shall be governed by the Directors.

Section 3.05 The Board may adopt and amend application procedures and qualifications for membership in the Chamber by an affirmative vote of a majority of the Directors present and voting.

Section 3.06 In any dispute between members relating to the Chamber's activities, all parties involved will cooperate in good faith to resolve the dispute. If the parties cannot resolve a dispute among themselves, they will cooperate to select one or more mediators to help resolve it. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration as described in the Texas Civil Practice and Remedies Code after the parties have met together with a mediator. This paragraph will apply to all disputes involving the Chamber, including its employees, officers, and directors, as a party relating to the sanctioning, suspending, or expelling of a member from the Chamber. The Board has discretion to authorize such corporate funds for mediating or arbitrating a dispute described in this paragraph.

Section 3.07 Any member may resign from the Chamber by submitting a written resignation to the President of the Chamber. The resignation need not be accepted by the Chamber to be effective. A member's resignation will not relieve the member of any obligation to pay any dues, assessments, or other charges that have accrued and that are unpaid as of the effective date of the resignation.

Section 3.08 The Chamber shall own all real and personal property, including all improvements located on the property, acquired by the Chamber. A member has no interest in specific property of the Chamber. Each member shall waive the right to require partition of all or part of the Chamber's property as a condition of membership in the Chamber.

Section 3.09 Written or printed notice of any members' meeting, including the annual meeting, will be sent to members entitled to vote at the meeting not less than 10- or more than 60-days before the date of the meeting. In addition, when a meeting of members is scheduled or called, notice may be given by publication in any newspaper of general circulation in Amarillo and/or posted at the principal office of the Chamber. The notice will state the place, date, and time of the meeting and the general purpose or purposes for which the meeting is called.

Section 3.10 The annual meeting of the Chamber shall be held as soon as practicable after the first day of October of each year at a date and place to be designated by the Chair and President or at any other time and place the Board designates at the meeting, and the members may transact any business that may come before the meeting.

Section 3.11 Special meetings of the Chamber may be called at any time by the Chair or President with the consent of the Executive Committee at a place designated by the Chair or President with approval of the Executive Committee.

Section 3.12 The members in attendance at any regular, annual, or special called meeting shall constitute a quorum for such meeting. The members shall try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of the voting members in good standing, present and entitled to vote at a meeting, is enough to constitute the act of the membership unless the law or these Bylaws require a greater number. Voting shall be by vocal response, unless otherwise specified by the members present and voting. In addition, the Board may authorize members to vote by written ballot on the election of directors or on any other matter that may be presented to the members for a vote. Members are not entitled to vote by proxy.

ARTICLE 4

Directors

Section 4.01 The government of the Chamber, the direction of its work, and the control of its property and finances shall be vested in the Board consisting of not more than thirty-nine (39) members. The Board shall consist of:

up to twenty-one (21) persons elected by the voting members of the Chamber for three (3) year terms with up to seven (7) new Directors elected annually;

up to two (2) persons appointed by the Chair of the Board ("Chair") for a one (1) year term;

two (2) City Commissioners appointed by the City of Amarillo City Commission ("City Directors");

both the Chair and the President of the Amarillo Economic Development Corporation;

the Chair of the Amarillo Hispanic Chamber of Commerce;

the Chair;

the Chair Elect of the Board ("Chair Elect");

the Immediate Past Chair of the Board ("Immediate Past Chair");

the Finance Chair of the Board ("Finance Chair");

the President;

the Chair of the Business Council;

the Chair of the Ag Council;

the Chair of the Governmental Affairs Council;

the Chair of the Quality of Life Council;

the Chair of the Convention and Visitor Council; and

the Chair of the Membership Council.

All Directors (except the City Directors) must be a member or representative of a member in good standing of the Chamber. The Board may appoint such ex-officio members as it deems necessary. No Director elected by the members shall serve on the Board for more than six (6) consecutive years.

Section 4.02 Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Chamber's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Directors, Directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Chamber or another person that has been prepared or presented by a variety of persons, including officers and employees of the Chamber, professional advisors or experts such as

accountants or legal counsel. Directors are not deemed to have the duties of a trustee of a trust with respect to the Chamber or with respect to any property held or administered by the Chamber, including property that may be subject to restriction and imposed by the donor or transferor of the property.

Section 4.03 All new Directors shall take office following their election or appointment as of the first day of October and shall hold such office until their respective terms of office expire or until their death, resignation, or removal.

Section 4.04 At the first meeting of the Board each fiscal year, the Board shall elect a Finance Chair by a majority vote of the Board to serve in that office during that fiscal year. The Finance Chair shall then automatically succeed to the position of Chair Elect the next succeeding fiscal year, effective as of the first day of such first succeeding fiscal year, and then succeed from Chair Elect to Chair the following fiscal year, effective as of the first day of the second succeeding year.

Section 4.05 The Chair shall preside at all meetings of the Chamber and its Board. The Chair shall perform all duties incident to the office, recommend such action as may be deemed necessary to carry out the purposes of the Chamber and, with input from the Chamber staff and with the advice and consent of the President and Board, shall appoint the chairs and members of all committees, councils, and task forces. The Chair Elect shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. At any meeting in which the Chair and Chair Elect are absent, a chair shall be elected by the members of the Board then present to preside as chair at such meeting.

Section 4.06 The Finance Chair shall coordinate with the Vice President of Finance to supervise the financial matters and condition of the Chamber, provide periodic reports to the Executive Committee and Board, and perform such other duties as from time to time may be prescribed by the Board.

Section 4.07 The Board shall meet at least once each quarter, at a time and place to be designated by the Chair.

Section 4.08 The Chair or President may, at any time, call a special meeting of the Board, or a special meeting may be called by any six (6) Directors.

Section 4.09 At all meetings of the Board, a majority of the then existing membership of the Board shall constitute a quorum. At least three (3) days' written notice of the time and place of every meeting, whether regular or special meeting, shall be given to each Director. Notice of any meeting of the Board need not be given to any Director, if (1) waived in writing by that Director, whether before or after such meeting be held, or (2) that Director attends such meeting. Any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all the Directors then in office are present at such meeting.

Section 4.10 The Board shall try to act by consensus. However, if a consensus is not available, the vote of a majority of the Directors present and voting at a meeting is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. For the purpose of determining the decision of the Board, a Director who is represented by proxy in a vote is considered present.

Section 4.11 A Director may vote by proxy. All proxies must be in writing, must bear the signature of the Director giving the proxy, and must bear the date on which the proxy was executed by the Director. No proxy is valid after three (3) months from the date of its execution.

Section 4.12 Any action required or permitted to be taken at any meeting of the Board or of any committee composed only of members of the Board may be taken without a meeting, if all members of the Board or of such committee, as the case may be, consent thereto in writing, and such written consent is filed with the minutes of proceedings of the Board or of such committee. Members of the Board, or any committee designated by such Board, may participate in a meeting of such Board, or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 4.13 Any Director may resign at any time by giving written notice to the President and the Chair. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Chair. Any Director may be removed, with or without cause, by a two-thirds (2/3rds) vote of the Board at any regular or special meeting at which a quorum is present.

Section 4.14 The Chair shall have the power to appoint all vacancies of elected or appointed members of the Board, with such selection of a new member to be for the unexpired term of the Director being replaced. These appointments shall be subject to ratification by the Board.

Section 4.15 All proceedings of the Chamber shall be governed by and conducted in accordance with Robert's Rules of Order.

ARTICLE 5

Officers and Duties

Section 5.01 The officers of the Chamber shall be a President and one (1) or more other Vice Presidents. The terms of office of the President and the Vice Presidents shall be at the pleasure and discretion of the Board. Each such officer shall hold office until such officer's successor shall have been duly chosen and qualified, or until such officer's death, resignation, or removal. The Board may create additional officer positions and define the authority and duties of each such position.

Section 5.02 The President shall perform all duties incident to the office of President, shall be the chief executive officer of the Chamber, and shall have charge of the supervision and employment (including hiring and termination) of all employees. The President shall conduct the office correspondence, preserve all books, documents, and communications, and cause to be maintained an accurate record of the proceedings of membership meetings, Executive Committee meetings, Board meetings, and committee meetings. The President shall also serve as an Executive Officer of Finance of the Chamber.

Section 5.03 The Vice Presidents shall perform all duties delegated to each of them, respectively, by the President and shall have the same powers and be subject to the same restrictions as the President in performing the delegated duties. Such Vice Presidents shall also have those powers and perform those duties as from time to time may be prescribed for them by the Board.

Section 5.04 Any officer may be removed, either with or without cause, at any time, with approval of the Executive Committee or at any meeting of the Board. Any officer may resign at any time by giving written notice to the Chair and President. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. In the event of a vacancy in any office, the President shall select a successor with approval of the Executive Committee or at any meeting of the Board.

ARTICLE 6

Organizations and Committees

Section 6.01 The work of the Chamber shall be conducted by committees, councils, and task forces created by the Board to carry out the activities of the Chamber. The powers and duties of all committees, councils, and task forces shall be as now set forth in the books and records of the Chamber or as designated by the Board.

Section 6.02 There shall be an Executive Committee of the Board. The Executive Committee of the Board shall consist of:

- the Chair;
- Chair Elect;
- Immediate Past Chair;
- Finance Chair;
- President;
- City Directors;
- the Chair of the Business Council;
- the Chair of the Ag Council;
- the Chair of the Governmental Affairs Council;
- the Chair of the Quality of Life Council;

the Chair of the Convention and Visitor Council; and
the Chair of the Membership Council.

The Executive Committee shall be subject to the call of the Chair or a majority of the Executive Committee and shall be responsible for making policy recommendations to the Board and determining the business of the Chamber to be brought before the Board at each meeting. Seven (7) members of the Executive Committee shall constitute a quorum. During intervals between meetings of the Board, the Executive Committee shall possess and may exercise all of the powers of the Board in the management and direction of all business and affairs of the Chamber in such manner as the Executive Committee shall deem best for the Chamber in all cases in which specific directions shall not have been given by the Board. The Executive Committee may designate certain Vice Presidents as ex-officio members of the Executive Committee.

Section 6.03 There shall be a Nominating Committee of five (5) members, composed of three (3) Directors whose terms do not expire at the next annual election, the Chair Elect, and the President. The Chair Elect each year will appoint the three (3) Directors of the Nominating Committee in sufficient time prior to the end of the fiscal year to allow the Nominating Committee to complete their evaluation and selection of candidates and to allow for a timely election of new Directors.

Section 6.04 The Board shall authorize and define the powers and duties of all committees, councils, and task forces. The Board shall annually review all activities and proposed programs of such committees, councils, and task forces. No action or resolution of any kind shall be taken by such committees, councils, or task forces having bearing upon or expressive of the Chamber, unless approved by the Board.

Section 6.05 Each member of a council, committee, or task force appointed by the Board (except representatives of the City of Amarillo) must be a member or representative of a member in good standing of the Chamber. The Board may appoint such ex-officio members as it deems necessary.

ARTICLE 7

Contracts, Loans, Checks Drafts, Bank Accounts, Fiscal Year

Section 7.01 The Board may authorize any officer, agent, or attorney, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Chamber, and such authority may be general or confined to specific instances and, if authorized, to bind the Chamber by any contract or other engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

Section 7.02 No loan shall be contracted on behalf of the Chamber and no negotiable paper shall be issued in its name, unless authorized by the Board or by a committee of the Board to whom the Board has delegated such power.

Section 7.03 All checks, drafts, bills, notes, and other negotiable instruments and orders for the payment of money issued in the name of the Chamber, shall be signed by such officer, employee, agent, or other person designated by the Board and in such manner as shall from time to time be determined by resolution of the Board.

Section 7.04 All funds of the Chamber not otherwise employed shall be deposited from time to time to the credit of the Chamber in such insured financial institutions as the Board may designate, or as may be designated by any officer, agent, or attorney, of the Chamber to whom power in that respect shall have been delegated by the Board for the purpose of deposit and for the purpose specified by the Board. For the purpose of deposit and for the purpose of collection for the account of the Chamber, the President (or any other officer, agent, employee, or attorney of the Chamber to whom such power shall be delegated by the Board) may endorse, assign and deliver checks, drafts, and other orders for the payment of money which are payable to the order of the Chamber.

Section 7.05 The Board may from time to time authorize the opening and keeping of general and special accounts with such insured financial institutions as it may designate or as may be designated by any officer, agent, or attorney of the Chamber to whom power in that respect shall have been delegated by the Board. The Board may make such special rules and regulations with respect to such accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient.

Section 7.06 The fiscal year of the Chamber shall be from October 1 of each fiscal year to September 30 of the next succeeding year. At the conclusion of each fiscal year, an audit of the books and records of the Chamber shall be made by a certified public accountant and a report of the audit presented to the Board for its acceptance.

Section 7.07 As long as the Chamber exists, except with the Board's prior approval, no director, officer, employee, or committee member of the Chamber may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Chamber;
- (b) Do any act with intention of harming the Chamber or any of its operations;
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Chamber's intended or ordinary business;
- (d) Receive an improper personal benefit from the operation of the Chamber;
- (e) Use the Chamber's assets, directly or indirectly, for any purpose other than carrying on the Chamber's business;
- (f) Wrongfully transfer or dispose of Chamber property, including intangible property such as goodwill;

(g) Use the Chamber's name (or any substantially similar name) or any trademark or trade name adopted by the Chamber except on behalf of the Chamber in the ordinary course of business;

(h) Discuss any of the Chamber's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 8

Nominations

Section 8.01 The Nominating Committee, after careful study, shall present to the Executive Committee and the Board names of such eligible members, as nominees, as in its judgment seem desirable as members of the Board, if elected. Additional nominees can be made by the membership by filing with the Nominating Committee a petition with the certification of ten (10) signatures from the membership supporting the nominee. The Nominating Committee shall cause ballots with the necessary election instructions to be sent to all members in good standing, with names appearing alphabetically upon the official ballot. Following the deadline established by the Nominating Committee for return of the ballots, such committee shall meet and count the ballots and certify to the Chair and President the names of the nominees receiving the largest number of votes for the positions to be filled. Such election shall be completed prior to the end of each fiscal year.

ARTICLE 9

Policy

Section 9.01 It shall be the duty and responsibility of the Board to determine all matters of policy of the Chamber and no person shall have authority to make any representation as to the policy of the Chamber without first receiving the approval of the Board.

Section 9.02 On all matters involving the policy of the Chamber, the Board shall have authority at its discretion to submit a referendum to the members for their vote and the results of such referendum shall be advisory only and the Board need not be bound thereby.

Section 9.03 The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board.

ARTICLE 10

Indemnification

Section 10.01 The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any and all of its Directors, officers, employees, former Directors, former officers, or any of them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors, officers, or employees of the Chamber, except in relation to matters as to which such Director, officer, or employee or former Director, officer, or employee shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE 11

Amendments

Section 11.01 These Bylaws and the Chamber's Articles of Incorporation, or any part thereof, may be repealed, substituted, or amended by a two-thirds (2/3rds) vote of the then existing membership of the Board present at any regular meeting or at a special meeting of the Board called for that purpose, but no such repeal, substitution, or amendment shall be adopted until notices of the character and nature thereof, as well as the time when the same will be presented, has been given in writing to the Directors at least ten (10) days prior to action thereon.

ARTICLE 12

Notices

Section 12.01 Any notice required or permitted by these Bylaws to be given to a member, director, officer, or member of a committee of the Chamber may be given by mail, facsimile, electronic mail, or other reasonable means. A notice has been delivered when deposited or sent addressed to the person at his or her address as it appears in Chamber records, with any postage prepaid. A person may change his or her address in the Chamber records by giving written notice of the change to the President.

Section 12.02 Whenever any notice is required by law or under the Articles of Incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Section 12.03 A person's attendance at a meeting constitutes waiver of the notice of the meeting, unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

Section 12.03 Any decision required or permitted to be made at a meeting of the Board, or any committee of the Chamber may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by a majority (or such other greater number as required) of the persons entitled to vote on the matter.

ARTICLE 13

Miscellaneous Provisions

Section 13.01 These Bylaws will be construed under Texas law. All reference in these Bylaws to statutes, regulations, or other sources of a legal authority will refer to the authority cited or other successors as they may be amended from time to time.

Section 13.02 To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to non-profit corporations. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Section 13.03 The headings used in these Bylaws are for convenience and may not be considered in construing the Bylaws. All singular words include the plural, and plural words include the singular.

Section 13.04 These Bylaws shall bind and inure to the benefit of the members, directors, officers, committee members, employees, and agents of the Chamber and their respective heirs, executors, administrators, legal representatives, successors and assigns, except as these Bylaws otherwise provide.

These Bylaws were duly adopted at a meeting of the Board of Directors held on MARCH 27, 2002.

I am an officer of the Corporation and I execute these Bylaws on the Chamber's behalf on the 27 day of MARCH, 2002.

AMARILLO CHAMBER OF COMMERCE

By: Gary Moberg President

Gary Moberg