

AMENDED AND RESTATED BYLAWS
OF
HEIGHTS CHAMBER OF COMMERCE, INC.
DBA GREATER HEIGHTS AREA CHAMBER OF COMMERCE

These Amended and Restated Bylaws (these “Bylaws”) of HEIGHTS CHAMBER OF COMMERCE, INC., d.b.a. GREATER HEIGHTS AREA CHAMBER OF COMMERCE, a Texas nonprofit corporation (the “Corporation”) are made effective as of the date indicated below, and restate and replace in their entirety any and all prior bylaws of the Corporation, including any amendments thereto, for any and all purposes.

ARTICLE I

REGISTERED OFFICE; PURPOSE; METHODS

1.01 Registered Office. The principal office shall be in Harris County, Texas, and the Corporation may have offices at such other places as the business of the Corporation may require.

1.02 Purpose. The purpose of the Corporation is to promote and develop business and industry beneficial to the economic viability of the Greater Houston Heights Area.

1.03 Methods. The Corporation shall be nonprofit, non-partisan, non-sectional, non-sectarian, and shall take no part in or lend its support to the election or appointment of any candidate for public office. The Greater Heights Area Corporation of Commerce shall observe all local, state and federal laws which apply to a not-for-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code.

ARTICLE II

MEMBERS

2.01 Eligibility. Any person, association, corporation partnership, or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

2.02 Election. Applications for membership shall be in writing, or submitted electronically through the Corporations website, on forms provided for that purpose, and signed by the applicant. The Membership Committee (or designated individuals) shall review all applications and submit them to the Board of Directors for approval at any meeting thereof. Any applicant so elected shall become a member upon, and not prior to, full payment of the regularly scheduled dues.

2.03 Termination. Any member may be expelled by the Board of Directors for non-payment of dues after ninety (90) days from the date due. Any member may be expelled by the Board of Directors, at any meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Corporation, after notice and opportunity for a hearing are afforded the member complained against.

2.04 Voting. In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one vote. Unless otherwise specified, a majority of the voting Members present, provided a quorum is met, shall be sufficient. Voting by proxy shall be allowed.

2.05 Representative. Any person, association, corporation, partnership, or estate holding one or more memberships shall have the right at any time to change any or all of its representatives upon notice to the Corporation.

2.06 Honorary Membership. Distinction in public affairs shall confer eligibility to honorary membership. Honorary membership shall include all the privileges of active membership, except that of holding office and voting, with exemption from the payment of dues. Election to honorary membership shall be by approval of the Board of Directors.

2.07 Annual Meeting. The annual meeting of the Chamber shall be held during September of each year, and in all cases prior to the conclusion of the Corporation's fiscal year. The time and place shall be fixed by the Board of Directors and notice thereof provided to each member at least ten (10) days before said meeting, in writing via U.S. Mail and/or email, and by notice posting on the Corporation's website (if possible).

2.08 Special Meeting. Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the Chairperson, President, Executive Director, Board of Directors, or by any members representing ten percent (10%) of the Corporation's voting members. The record date for determining members entitled to call a special meeting shall be the date the first member signs the notice of that meeting. Only business within the purpose or purposes described in the notice of the special meeting of the members may be conducted at the meeting. Notice of the meeting shall be sent by U.S. Mail or email to each member at least five (5) days prior to the meeting. The Corporation shall endeavor to post a copy of such notice on its website.

2.09 Quorum. At any duly called meeting of the members of the Corporation, the presence of ten percent (10%) of the members in good standing shall constitute a quorum.

ARTICLE III

DIRECTORS

3.01 Powers. The Directors shall act only as a board and an individual Director shall have no power as such. All corporate powers of the Corporation shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors, subject, however, to such limitations as are imposed by law, the Articles of Incorporation, or these Bylaws. The Board of Directors may, by contract or otherwise, give general or limited or special power and authority to the officers and employees of the Corporation to transact the general business, or any special business, of the Corporation, and may give powers of attorney to agents of the Corporation to transact any special business requiring such authorization.

3.02 Number and Qualification of Directors. The authorized number of Directors of this Corporation shall be up to twenty-one (21), provided the number of Directors at any given time may be as few as are duly elected by the members, willing to serve, and are not removed. Any vacancy on the Board of Directors need not be filled, provided there is at least one (1) Director. The Directors need not be residents of Texas. The maximum number of Directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election as set forth in Section 3.03 below. The Directors may appoint Honorary or Advisory Directors, who shall not have any voting rights and shall serve at the discretion of a majority of the Directors. Any

Honorary or Advisory Director shall not have the right to hold any elective office of the Corporation.

3.03 Term of Office. The Directors shall be elected for three (3) year terms, with the term of one-third of the Directors terminating each calendar year, or until their successor has been duly elected, whichever is later.

3.04 Vacancies. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director.

3.05 Removal of Directors. Any individual Director may be removed from office with or without cause by the unanimous vote of the other Directors of the Corporation.

3.06 Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the Corporation or at such place within or without the state of Texas as may be designated from time to time by resolution of the Board or by written consent of all of the members of the Board.

3.07 Meetings of Directors. The Board of Directors shall meet no less than once per month, without the requirement of call or notice.

3.08 Special Meetings - Call and Notice. Special meetings of the Board of Directors for any purpose shall be called at any time by the Chairperson or President, or if he is absent or unable or refuses to act, by any Vice-Chairperson, or any three (3) Directors. Written notices of the special meetings, stating the time, and in general terms the purpose or purposes thereof, shall be mailed or personally delivered to each Director not later than the day before the day appointed for the meeting.

3.09 Quorum. A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of Incorporation.

3.10 Board Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as a vote of Directors, if the number of members of the Board necessary to approve an action at a meeting shall individually or collectively consent in writing to such action.

3.11 Adjournment - Notice. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned. In the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

3.12 Conduct of Meetings. The Chairperson, or in his absence, the Vice-Chairperson or any Director selected by the Directors present, shall preside at meetings of the Board of Directors. The Secretary of the Corporation, or in his absence, any person appointed by the presiding officer, shall act as Secretary of the Board of Directors.

3.13 Election of Directors.

3.13.1 Nominating Committee. At a regular board meeting, the Chairperson of the Board shall appoint a nominating committee of not less than five (5) members,

three (3) of which shall be Board members. The Chairperson of the Board shall designate the Chairperson of the committee. The nominating committee shall present to the Board a slate of candidates to serve three (3) year terms, to replace the directors whose regular terms are ending. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of the directorship.

3.13.2 Publicity of Nominations. The Chairperson of the Nominating Committee shall inform the membership of the names of the persons nominated as candidates for directors, and the right of nomination by petition. The notice required by this section may be achieved by the posting of required information on the Corporation's website.

3.13.3 Nomination by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the Corporation. Such petition shall be filed with the Nominating Committee no less than ten (10) days prior to the meeting at which the candidates are to be selected. The determination of the nominating committee as to the legality of the petition shall be final.

3.13.4 Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate shall be declared elected by the Board of Directors at the next regular Board Meeting. Whereas, if a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions as to the number to vote and the

length of their term shall be included. The Chairperson shall send this ballot by U.S. Mail or email to all active members within fifteen (15) days after a regular Board meeting. All voting shall be by ballot directed to a committee of three (3) judges appointed by the Chairperson of the Board to supervise the election, who shall be neither a Board nor nominating committee member. Ten (10) weekdays shall be allowed for voting. Voting by proxy shall be allowed. The Board of Directors at a regular meeting shall declare the candidates with the greatest number of votes elected. In case of a tie, the final determination rests with the Board.

ARTICLE IV

OFFICERS

4.01 Title and Appointment. The officers of the Corporation shall be a Chairperson, a President or Chief Executive Officer, one or more Vice-Chairpersons, a Secretary, and a Treasurer, and such assistants and other officers as the Board of Directors shall from time to time determine. Any two offices may be held by one person. All officers shall be elected by the Board of Directors, and shall hold office for a period of one (1) year or until their successor assumes office, whichever is later. Only voting members of the Board of Directors may be officers.

4.02 Powers and Duties of Officers. The officers of this Corporation shall have the powers and duties generally ascribed to the respective offices, and such additional authority or duty as may from time to time be established by the Board of Directors.

4.03 Executive Committee. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its

actions. It shall be composed of the Chairperson, Vice-Chairpersons, Secretary, Treasurer, and immediate past-Chairperson.

ARTICLE V

COMMITTEES

5.01 Appointment of Committees. The Board of Directors may create such committees, divisions, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Corporation. The Board shall authorize and define the powers and duties of all divisions, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, departments, councils, or subsidiary corporations including collection and disbursement of funds.

5.02 Authority. No action or resolution of any kind shall be taken by committees, divisions, departments, councils or subsidiary corporations having bearing upon or expressive of the Corporation, unless approved by the Board of Directors, the Executive Committee, or the President of the Corporation.

5.03 Meetings. Committee meetings may be called at any time by the Chairperson, the President, or any chairperson of the committee.

ARTICLE VI

EXECUTION OF INSTRUMENTS

6.01 Authorization. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

ARTICLE VII

FISCAL YEAR

7.01 Fiscal Year. The fiscal year of the Corporation shall close on the last day of September, annually.

ARTICLE VIII

RECORDS AND REPORTS

8.01 Books and Records. All books and records provided for by statute shall be open to inspection from time to time and to the extent expressly provided by statute, and not otherwise. The Directors may examine such books and records at all reasonable times.

ARTICLE VI

AMENDMENT OF BYLAWS

6.01 Amendment of Bylaws. The power to alter, amend or repeal these Bylaws is vested in the Members. The Members may amend these Bylaws upon a vote of a majority of the Members in good standing voting at any regular or special meeting. Any proposed amendments or alterations must be submitted to the Members in good standing, in writing or via publication to the Corporation's website, no less than ten (10) days in advance of the meeting at which they are to be acted upon.

ADOPTED by the Board of Directors on the ____ day of _____, 20____.

_____, Secretary