

**Greater Irving-Las Colinas Chamber of Commerce
Amended and Restated Bylaws
Effective May 26, 2009**

ARTICLE I – GENERAL

Section 1. Bylaws

These Bylaws take the place of, and supersede, all previous Bylaws, and amendments to such Bylaws.

Section 2. Name

This organization is incorporated under the laws of the State of Texas and shall be known as the Greater Irving-Las Colinas Chamber of Commerce ("Chamber"). The principal office of the corporation shall be located within the corporate limits of the City of Irving, Dallas County, Texas.

Section 3. Purpose

To create and promote an environment for business opportunities that advances growth for our members and community.

Section 4. Limitation of Methods

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. In the event any provision of these Amended and Restated Bylaws ("Bylaws"), or any rules or regulations of the Chamber, or of any division, group, committee, council, departments or subsidiary corporation, or any other entity sanctioned by the Chamber (hereinafter the "Chamber" and all of the divisions, committees, councils, departments or subsidiary corporations, and other sanctioned entities are referred to collectively as the "Chamber and its Entities") shall be held in possible contravention of any local, state or federal law applying to a Section 501(c)(6) non-profit organization by the Executive Committee of the Chamber, or in actual contravention by any final ruling of the Internal Revenue Service or any final judgment of any court of law, such provision, rule or regulation shall have no force and effect and shall, without further action, be deleted from said Bylaws, rule or regulation.

ARTICLE II – MEMBERSHIP

Section 1. Eligibility

All individuals, associations, and businesses, who are in agreement with the purposes of the Chamber shall be eligible to apply for membership.

Section 2. Classes of Membership

The membership of the Chamber shall be composed of voting and non-voting members. The maximum number of voting members for any company membership shall be eight (8). Member companies which have eligibility for more than eight voting members will be entitled to additional non-voting members. Any member company having more than eight (8) members will be responsible for designating which of its members are voting and which of its members are non-voting, but in no event shall any member company have more than eight (8) voting members. Any voting member of a member company must act in accordance with the wishes of its member company in the exercise of its voting rights hereunder, and member companies shall be responsible for verifying each voting members' compliance with the foregoing.

Section 3. Dues Investment

Membership investments shall be set at such rates, schedules or formulas as may be from time to time prescribed by the Board of Directors of the Chamber (hereinafter, the "Board of Directors" or the "Board"). Member firms, in conforming to adopted dues investment schedules and formulas, may designate more than one individual membership. Each such additional membership shall be based on a multiple of the adopted base rate minimum membership, up to a maximum of eight voting memberships for any one member firm.

Section 4. Voting

Voting members are entitled to cast one vote at any meeting of members. A voting member may vote in person or by use of an approved proxy executed in writing by the member or his duly authorized attorney-in-fact. Where Directors or Officers are to be elected by members or any classes of members, such election may be conducted by mail or in such manner as the Board of Directors shall determine.

Section 5. Election to Membership

All applications for membership in the Chamber shall be submitted by or on behalf of the applicant and recommended by a voting member of the Chamber or Chamber staff. All such applications shall be accompanied by payment of one year's dues and signed by the individual or a principal of a business or association and contain the following affirmations:

1. The applicant's understanding and approval of the Chamber's mission and purpose,
2. The applicant's willingness, if admitted to membership, to adhere to and promote the mission and purpose of the Chamber and to abide by the by-laws of the Chamber,
3. The applicant's understanding of, and agreement to the procedures for admission rejection and expulsion as set forth in Section 6, below.

If the membership involves more than one voting member those representatives will be identified by the applicant and accordingly sponsored by a voting member of the Chamber or Chamber staff. Election to membership shall require the affirmative vote of a majority of the members of the Board of Directors present at a regular or special meeting. The foregoing provisions of Section 5 shall apply to the election to membership of any voting or non-voting member of the Chamber and its Entities.

Section 6. Termination

A. Any member may resign from the Chamber by notifying the Chamber of its intent to resign.

B. Any member's membership shall be automatically terminated for non-payment of dues after 90 days from the date due, unless good cause is shown and approved by a majority vote of the Board of Directors.

C. Any member may be expelled in the following manner:

1. Any director or officer of the Chamber may bring a complaint to the Executive Committee against another member accusing the member of actions defined below as constituting good cause.

2. The member complained of will be given a reasonable opportunity to appear before the Executive Committee to present such documents and explanations to demonstrate the reasons the complaint should not be accepted for referral to the general board membership.

3. If a two-third (2/3) majority of a quorum of the Executive Committee, meeting with at least 10 days notice to the member complained of, decides to accept the Complaint, it will be referred to the Chamber Board with a report of the Chair explaining the Executive Committee's reasons for accepting the Complaint and recommending expulsion.

4. At the next scheduled Chamber Board meeting, held with at least 10 days notice of the referral to the member complained of, the Chamber Board will vote on the Complaint and may, with a two-third (2/3) majority expel the member complained of.

D. Good cause grounds for expulsion or rejection of an application for membership shall include, but not be limited to, the following:

1. Acts or omissions that bring the Chamber or its members into disrepute.

2. Using the Chamber affiliation to accomplish an unlawful or unethical act or omission.

3. Acts or omissions that foster or engender acrimony or ill-will within the Irving business community.

4. Any other act or omission that, in the opinion of a two-third majority of all members of the Executive Committee, is contrary or detrimental to the mission and purpose of the Chamber.

E. If expelled, a refund shall be made to the expelled individual, business or association, for the pro rata unused portion of dues.

Section 7. Privileges of Members

All voting members shall have one vote. All members shall be eligible to become members of the Board of Directors and to hold office, may attend all meetings of the general membership or Board of Directors, and shall have the privilege of proposing and discussing any project or matter pertinent to the objectives of the organization. Directors, Officers, and paid personnel shall so conduct the business of the organization as to give ample opportunity for obtaining views of the members and shall, by the media, letters and reports, keep the membership informed on the program of work.

Section 8. Orientation

At regular intervals, orientation on the purposes and activities of the organization shall be conducted for the following new individuals in each of these groups: Directors, Officers, committee chairs and members.

Section 9. Membership Meetings

A. The voting membership of the Chamber shall have one Annual meeting, to be held in the months of October or November, or such other time as the Executive Committee determines is necessary in its discretion. Additional meetings of the voting members may be held at such other times as the Board of Directors may determine or as shall be called by the Chairman upon the written request of ten percent of the voting members in good standing.

B. Notice of meetings shall be mailed, faxed or e-mailed to each voting member no less than ten and no more than sixty days in advance of the scheduled meeting.

C. No matter involving the policies of the organization shall be finally acted upon by the voting members until it shall have been considered and a recommendation pertaining thereto made by the Board of Directors.

D. A legal quorum of the Chamber shall be achieved when one-third (1/3) of the total number of voting members voting either by proxy or personally, are present at any regular or special meeting.

Section 10. Mail or E-Mail Referendum Voting

Upon written request of ten percent (10%) of the voting members, the Board of Directors shall, or upon its own initiative may, submit a question to the voting members for a mail or e-mail referendum vote, the ballot for such vote to be accompanied by briefs stating both sides of the question. When so stated in the request, action taken thereon by the voting membership shall be final and have the same force and effect as a majority vote of the voting members at a Membership Meeting. A legal quorum shall be obtained when a majority of the total number of voting members have submitted responses by mail or e-mail.

ARTICLE III – BOARD OF DIRECTORS

Section 1. General

The Board of Directors shall be composed of elected, appointed and ex-officio members. The governing and policy-making responsibilities of the Chamber and its Entities shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, make policy and take positions, authorize and define the powers and duties of all committees, and generally direct the affairs of the Chamber. The Chamber shall have the power to sue and be sued, purchase, hold, sell, lease or mortgage real estate, incur debts, borrow money, giving therefore notes of the Chamber signed by one or more officials duly authorized by the Board of Directors for that purpose and may enter into contracts of any kind furthering the purposes of the Chamber.

The Chamber may authorize any Officer or Officers of the Chamber, in addition to the Officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber. Such authority may be general or confined to specific instances. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chamber shall be signed by such Officer or Officers of the Chamber and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President, Treasurer or Chairman of the Board. All funds of the Chamber shall be deposited from time to time to the credit of the Chamber in such insured banks, trust companies, or other depositories as the Board of Directors may select. The Board of Directors may accept on behalf of the Chamber any contribution, gift, bequest or device for the general purposes or for any special purpose of the Chamber.

Section 2. Elected Directors

The elected Directors of the Board shall number no more than twenty-one (21), seven (7) of whom shall be elected annually to serve for a three (3) year term.

A. Nomination of Chairman of the Board

The Nominating Committee for the Chairman shall meet no earlier than November 30 and no later than March 31. The Committee shall consist of three (3) past chairmen selected by the Past Chairman's Committee; three (3) current board members or three (3) voting members (from membership) selected by Chairman of the Board; and Chairman who serves as committee chair. Recommendations to be forwarded to the Board of Directors for final approval. Chamber President serves as an ex-officio on this committee.

The current Chairman and President of the Chamber shall provide a list of qualified candidates for consideration. The person so elected shall be, during the past three (3) years, a voting member in good standing of the Chamber and shall have served at least two years on the Board of Directors within the last six years and shall be deemed Chairman-elect and named to the Board of Directors. The Chairman will be elected for a one-year term. No person who has served as Chairman of the Board shall be eligible for re-election or appointment of a consecutive second term as Chairman of the Board.

B. Nomination of Directors

Seven candidates for the position of elected director shall be nominated each year by a nominating committee composed of seven voting members of the organization in good standing, of whom three shall be voting members of the then existing Board of Directors, and four of whom shall be voting members of the Chamber but not Director. The Chairman of the nominating committee shall be elected among members of the committee. Said nominating committee shall be named by the Chairman not later than June 30 of each year, and whose duty it shall be to nominate from the eligible members of the Chamber and file a list of nominees with the Secretary not later than July 31 of the ensuing year.

C. Election

The Corporate Secretary shall mail or e-mail to all voting members of the Chamber in good standing, ten days prior to the date set for election, a ballot listing the nominees, with seven blank spaces provided for the use of voting members desiring to vote for others than those previously nominated. Ballots must be returned to the Corporate Secretary not later than the date indicated thereupon to be valid. No later than one week following the election, the returns shall be canvassed and filed by the Corporate Secretary. Nominees receiving the highest number of votes shall be declared elected. In case of a tie vote, the chairman of the nominating committee will draw lots to determine the winner.

Section 3. Appointed Directors

The new Chairman-elect of the Board shall appoint no less than five and no more than twenty Appointed Directors for a one-year term, of which a maximum of twelve such Appointed Directors may have served as Appointed Directors on the previous Board, and of which a maximum of six such Appointed Directors may have served as

Appointed Directors on the two previous Boards. The appointment of each Appointed Director shall each be subject to the approval of the newly Elected Board of Directors. The foregoing notwithstanding, three of the Appointed Directors shall be the Division Vice Chairman of Economic Development, and the Division Vice Chairman of the Irving Sister Cities Division/ITDAC and each Officer of the Chamber shall be an Appointed Director.

Section 4. Ex-officio Directors

In the interest of further cooperation and communication among various general and special purpose government organizations and other community institutions, the Board of Directors may from time to time appoint a representative of such organizations and institutions as ex-officio members of the Board of Directors. In addition thereto, the outgoing Chairman of the Board of Directors shall serve, ex-officio, as a member of the Board in the position of Immediate Past Chairman for a period of one year. Such ex-officio Directors, except for the Immediate Past Chairman, shall not have the power to vote at Board meetings or hold office with the organization.

Section 5. Re-election of Directors

A Board member who has served, whether as an Elected or Appointed Director, continuously for three (3) years is not eligible for re-election or appointment until the expiration of one (1) year after the expiration of his or her last term as a Board member, except in the following circumstances: (a) in order to hold the position of Immediate Past Chairman; or (b) appointment by the Chairman to complete the remaining term of office for any Board member who resigns or is deceased. Service as a member of the Board of Directors pursuant to the foregoing Section 5(b) or Section 7 below, for less than one year, shall not, however, constitute service as a Board member for the purposes of eligibility set forth in this Section 5.

Section 6. Meetings and Quorum

The Board of Directors shall, on a regular basis, meet in regular session on such dates as the Board may determine. Special meetings may be called at any time by the Chairman and may be held in person or through electronic means. At any regular or special meeting of the Board, 15 Directors shall constitute a quorum. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by three fourths (3/4) of the Directors. Except as otherwise provided herein, any action required to be taken by the Board of Directors shall be approved by a majority vote of the Directors present at the meeting.

Section 7. Vacancies

The directorship of any Elected or Appointed Director who shall be absent from three consecutive regular meetings of the Board without an excuse in advance deemed valid and so recorded by the Board may be terminated from the Board by a majority vote of the remaining members of the Board and the aforesaid remaining members of

the Board shall thereupon proceed by a majority vote to fill the vacancy for the unexpired term. Vacancies by reason of resignation, death or expulsion must be filled for the unexpired term within sixty (60) days after the vacancy occurs.

ARTICLE IV – OFFICERS

Section 1. General Duties

The duties of the Officers shall be such as hereinafter set forth, as are required by law, and as may be assigned to them by the Board of Directors from time to time.

Section 2. Nomination and Election

An Officer's nominating committee ("Committee") shall be appointed no later than June 30 of each year by the Chairman for the purpose of nominating an Assistant Secretary, a Treasurer, and as many Division/Committee Chairmen as may be deemed necessary by the Board of Directors. This Committee shall consist of the Chairman of the Board, who shall serve as Chairman of the Committee, the person nominated as Chairman of the Board for the ensuing year pursuant to Article III, Section 2A, hereof, and a past Chairman. The President shall serve as a non-voting member of this Committee. The Committee shall select its nominees and file such selection with the Secretary no later than the following July 31.

The election of all Officers for a one-year term shall occur by majority vote at the first meeting of the Board of Directors, following the Annual Meeting of members as set forth in Article II, hereof. Additional nominations may be made for any Officer position by any Director present at the meeting. Other than the President, who shall be a full-time paid employee of the Chamber, all Officers and Directors shall serve without compensation or remuneration, except for reimbursement of authorized expenses.

Section 3. Chairman of the Board

The Chairman of the Board shall serve as the chief elected officer and shall preside at all meetings of the Board of Directors, be a member of and chairman of the Executive Committee and a member ex-officio, without vote, of all other committees of the Chamber. Except as provided for in Article III, Section 3, above, the Chairman shall, with the advice and counsel of the President, assign Vice Chairmen, subject to Board approval. The Chairman shall, with the advice and counsel of the Vice Chairmen and the President, concur in the selection of all committee chairs and appoint chairs and members of task forces and charge these task forces with special responsibilities. In the event of resignation, expulsion, death or other incapacity of the Chairman, the Immediate Past Chairman of the Board shall assume the duties as Acting Chairman until such time as the Nominating Committee meets to select a new Chairman for the unexpired portion of the term, said meeting of the Nominating Committee for the Chairman to be held within fourteen (14) days of the Chairman's vacating the office. The Chairman shall submit an annual report of the activities of the Chamber to the membership.

Section 4. Vice Chairmen

Vice Chairmen shall supervise those Divisions or committees of program activity to which each is assigned by the Chairman and regularly report the progress of committees working under their jurisdiction to the President and Chairman and the Board.

Section 5. Treasurer

The Treasurer or his designee shall present the monthly financial statements for the Board of Directors and report on the financial condition of the organization throughout the fiscal year. The Treasurer shall act as chairman of the Finance Committee and as a non-voting member of the Audit Committee and, in cooperation with the President, make recommendations to the Board for changes to the accounting or bookkeeping systems and the dues investment schedule to insure adequate financing and operation in a sound business-like fashion. There will be an automatic creation of the Audit Committee each year 60 days prior to year end.

Section 6. Legal Counsel

The Legal Counsel shall be a non-voting member of, and provide legal advice to, the Board of Directors and Executive Committee. The Legal Counselor shall not be an Appointed or Elected Director nor an Officer of the Chamber.

Section 7. Immediate Past Chairman

The immediate Past Chairman shall serve as chairman of the Past Chairmen's committee and shall cause this committee to meet at least once annually for the purpose of nominating a new chairman. The immediate Past Chairman serves as a voting member on the Executive Committee and assists the Chairman with orientation and transition for the new fiscal year, and shall preside at all meetings of the Board of Directors and Executive Committee in the absence of the Chairman.

Section 8. President and Corporate Secretary

The President shall be the Chief Executive Officer and serve as the Corporate Secretary to the Board of Directors, administering the corporate seal, signing official documents, maintaining bank accounts, preparing notices, agendas, and minutes of Board meetings. The President shall serve as advisor to the Chairman and Vice Chairs in charge of the program of work and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber. The President shall be a non-voting, ex-officio member of the Board of Directors, and the Executive Committee.

It shall be the duty of the President/Corporate Secretary to conduct the official correspondence, preserve all books, documents and communications, keep books of accounts, and maintain an accurate record of the proceedings of the Chamber and all committees. This Officer shall be responsible for preparation of an operating budget

covering all activities of the Chamber, subject to the approval of the Board of Directors and shall submit a written report of the year's work at the close of each fiscal year. The President shall have the authority to hire (subject to an operating budget which has been approved by the Board) and terminate employees of the Chamber as may be necessary in his discretion. Further, the President shall have general supervision over all employees of the Chamber and shall perform such duties as may be incident to this office, subject to direction of the Board of Directors. At the expiration of the term of office, the President shall deliver to the Board of Directors all books, papers, and property of the Chamber. The Board may at its discretion require volunteers who handle Chamber funds, the president and other staff to give acceptable bond, in such amounts as the Board may determine, the cost to be paid by the Chamber.

Section 9. Executive Committee

The Executive Committee shall be composed of the Chairman, Immediate Past Chairman, the Division or Committee Chairs, the Treasurer, the non-voting Legal Counsel, the Chairman-elect and non-voting President. The non-voting President and each member of the Executive Committee shall have one vote except for the Legal Counsel who is a non-voting member of the Executive Committee. One-half (1/2) of the voting members of the Executive Committee shall constitute a quorum. The Executive Committee may meet by teleconference or other electronic means.

All matters regarding a policy position on behalf of the Chamber or changes to existing policies must come before the Executive Committee for full consideration prior to presentation to the Board of Directors. A recommended position may be made by the Executive Committee to the Board of Directors for action at the next regular or special meeting.

Prior to each fiscal year, the Executive Committee shall consider the annual operating budget presented by the President and submit a budget to the Board for the general expenses of the organization for that fiscal year. The Executive Committee may refer matters brought before it to a proper standing committee which it may designate, or the Board. The Treasurer, through the Audit Committee and acting for the Executive Committee, shall cause the books and accounts of the Chamber to be audited annually and report the findings to the Board of Directors and the membership.

Section 10. Assistant Corporate Secretary

The Assistant Corporate Secretary shall serve in the absence of the Corporate Secretary. The Assistant Secretary may perform the duties of the office of Secretary, including administering the corporate seal, signing official documents, maintaining bank accounts, preparing notices, agenda, and minutes of Board meetings. The Assistant Secretary shall also have those other duties as may be prescribed by the Board.

ARTICLE V – DIVISIONS, COMMITTEES, TASK FORCE

Section 1. Creation of Divisions, Committees, Affiliated Organizations and Task Forces

The Board may, from time to time, create such Divisions, Committees (including Political Action Committees), Subsidiary or Affiliated Organizations, and Task Forces as it deems necessary to carry out the mission and purposes of the Chamber. The President will be authorized to create and execute all documentation and to take such actions as may be required to accomplish the creation of such entities. The charter of any affiliated organization will recite that the organization may be terminated by act of the Chamber, at any time permitted by law. The bylaws, if necessary, of any such created entity will be written by the Executive Committee and made part of the resolution and shall provide that they may not be amended without written approval of the Chamber.

Section 2. Appointment and Authority

The Committee Vice Chairman, with the prior concurrence of the Chairman and President, shall appoint all subsidiary or affiliated organization executives, committees and committee chairs. Divisions, committee and task force leadership appointments shall be concurrent with the term of the Chairman. Those members present at any meeting called by the Committee Chairman shall constitute a quorum. It shall be the function of committees to conduct studies and make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 3. Limitation of Authority

No action by any member, committee, division, task force, subsidiary or affiliated organization or its executives, agents or employees, Chamber employee, Director or Officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Committee Chairs, Chairs and Committee members must consult with the President prior to expending or committing to expend Chamber funds. All expenditures must be within a budget previously approved by the Board. No debt may be incurred or contractual obligations entered into without the prior approval of the President.

ARTICLE VI – DISBURSEMENTS

Section 1. Budget Items and Restrictions

Upon approval of the budget of the Chamber and/or its Entities, disbursements may be made on account of expenses provided for in the budget without further approval by the Board of Directors. However, all disbursements shall only be made by check signed by authorized signers on the accounts.

Section 2. Insurance

The Chamber shall purchase and maintain insurance that provides coverage for each Director and Officer against any liability asserted against or incurred by such Director or Officer in any capacity, or arising out of such Director's or Officer's status as such, whether or not the Chamber would have the power to indemnify such Director or Officer against such liability under the provisions of these Bylaws. The Chamber shall not be required to maintain such insurance if it is not available on terms satisfactory to the Board or if, in the business judgment of the Board, either (i) the premium cost for such insurance is substantially disproportionate to the amount of coverage, or (ii) the coverage provided by such insurance is so limited by exclusions that there is insufficient benefit from such insurance, provided however, that such inability will be communicated to the Board as soon as possible after it becomes known to the Chamber's officers. The Chamber may purchase and maintain insurance that provides coverage for any person referred to in Articles III and IV hereof against any liability asserted against or incurred by such person in any capacity, whether or not the Chamber would have the power to indemnify such person against such liability under the provisions of these Bylaws.

To the extent permitted by law, the Chamber will indemnify and hold harmless each Director for all claims asserted in any manner that is alleged to arise out of said Director's acts and omissions within the scope of his or her duties as a member of the Board.

ARTICLE VII – FISCAL YEAR

The fiscal year of the organization shall commence on October 1 and end the 30th of September of each calendar year. Any change in fiscal year shall not affect the term or election of Officers and Directors, or the timing of the annual meeting of the Chamber.

ARTICLE VIII – BUDGET

Prior to each fiscal year, the Executive Committee shall consider and recommend to the Board a budget of estimated revenues and expenses for the forthcoming year for the Chamber and all its Entities.

ARTICLE IX – HOLDOVER OFFICERS AND DIRECTORS

In the event the term of office of any Officer or Director of the Chamber shall expire prior to the election and taking of office of the successor, such Officer or Director may holdover until his successor is elected and qualified or until his earlier resignation or removal.

ARTICLE X – PARLIAMENTARY PROCEDURE

The Proceedings of the Chamber shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

ARTICLE XI – AMENDMENT and SUSPENSION of Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a three-fourths (3/4) affirmative vote of the Board of Directors, if at least two weeks written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such a meeting.

These Bylaws may also be altered, amended, or repealed by a majority vote of those present at any membership meeting of the Greater Irving-Las Colinas Chamber of Commerce, provided that a quorum is present or represented by proxy and provided further that notice of the proposed changes shall have been mailed or e-mailed by the Secretary to each member not less than two weeks prior to such meetings.

These Bylaws may be suspended for limited time periods not to exceed the earlier of the conclusion of the next regularly scheduled Board meeting or 30 days, upon a three-fourth majority vote of the Executive Committee.

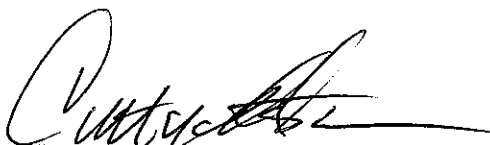
ARTICLE XII – DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and permitted by law for a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code of 1986, and no part of said funds shall inure or be distributed to the members of the Chamber. The Chamber may be dissolved in accordance and in compliance with the provisions of Tex. Rev. Civ. Stat. Article 1396, 6.01-6.06, Texas Non-Profit Corporation Act, as amended, or in compliance with such applicable act pertaining to voluntary dissolution as may be enacted by the Texas Legislature. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in Internal Revenue Code of 1986, Section 501(c)(3).

Date: May 26, 2009.



Chris Wallace, President, C.E.O.
Greater Irving-Las Colinas
Chamber of Commerce



Carter Holston, Chairman
Greater Irving-Las Colinas
Chamber of Commerce
Board of Directors

CODE OF ETHICS AND CONDUCT FOR BOARD MEMBERS

1. The Board of Directors will use its best efforts at all times to make decisions that are consistent with high principles and to protect and enhance Chamber members.
2. No Board members will engage in writing, publishing, or speech making that defames any other member of the Board, Chamber member, or staff.
3. Board members will not knowingly misrepresent facts to the members or community for the purpose of advancing a personal cause or influence the membership to place pressure on the Board to advance a Board member's personal cause.
4. No Board member will seek to have implemented a contract or service agreement involving the Chamber that has not been duly approved by the Board.
5. No Board member will harass, threaten, or attempt through any means to control or instill fear in another member or members of the Chamber staff.
6. Confidentiality of the personal lives of other Board members, Officers and employees will be protected by the Board and committee members.
7. Any Board member convicted of a felony will voluntarily resign his position. The Board will immediately remove any volunteer from any position as Officer or committee member if said person has been convicted of a felony. Any Board member under investigation for a felony will request a leave of absence from the Board of Directors during the investigation and resolution period.
8. Language and conduct at Board meetings will be kept professional. Personal attacks against members, Officers, Directors and staff are prohibited and are inconsistent with the best interests of the community. It is understood that differences of opinion will occur and are, in fact, encouraged – however, they should be expressed in a clear and concise business fashion.
9. No Board member may use his position in the Chamber to enhance his personal financial status in such a manner that is inconsistent with his statutory obligations to the Chamber.
10. Unless authorized by the Chamber, no Board member may personally endorse a political candidate in such a manner that the public is led to believe that such endorsement is the endorsement of the Chamber.
11. Any potential conflicts of interest between a Board member and the Chamber's interests must be disclosed to the Board.

12. Like most public and private corporations, the Chamber is very sensitive about what information and how that information is released to the media as well as in a public setting. In order to best manage the sensitivity and confidentiality of certain information, and to maintain the Chamber's brand, Board members who are speaking in a public setting or to the media must ensure their statements reflect adopted Chamber Board positions. If Board members are speaking or acting independently of the Chamber, they must clearly disclose that they are speaking and acting as an individual and not on behalf of the Chamber. If there is doubt whether the communication pertains to an official Board position, then the Board member must consult the Chamber's Vice President-Marketing & Communications or President/CEO.
13. Each Board member will be asked to initial that he has received a copy of this Code of Ethics and agrees to abide by it.
14. Violations of this Code of Ethics will be brought to a Hearing Board, comprised of not less than three Executive Committee members. Chamber Legal Counsel, auditor and President may serve as advisors to the Hearing Board if requested.