

# **BY-LAWS**

## **THE NORWEGIAN AMERICAN CHAMBER OF COMMERCE, INC.**

### **SOUTHWEST CHAPTER**

**A Texas Non-Profit Corporation  
Houston, Texas**

#### **Article I**

##### **Offices**

###### **Section 1**

- Principal Office

The principle office of the Corporation in the State of Texas shall be located in the City of Houston, County of Harris.

###### **Section 2**

- Other Offices

The Corporation may have such other offices, either within or without the County of Harris, State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

#### **Article II**

##### **Members**

###### **Section 1**

- Classes of Members

The Corporation shall have four (4) classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- Small Businesses
- Large Businesses
- Invitational Members
- Honorary Members

###### **Definitions**

- Small/Large Businesses

It will be to the discretion of the Companies concerned to determine their proper category. Only in instances of grave discrepancies will the Chapter interfere in this matter.

- Invitational Members

The Board of Directors, at their discretion, will determine who qualifies in this category. These memberships are, however, limited to a maximum of one year period unless otherwise determined by the Board of Directors.

- Honorary Members

The Board of Directors will approve the honorary membership at its discretion. The membership is for life-time, and meant to be for a very limited group of people who has served the Chapter in an outstanding way.

## **Section 2**

- Election of Members

Members shall be elected by the Board of Directors. An affirmative vote of two-thirds (2/3) of the Directors shall be required for election.

## **Section 3**

- Voting Rights

Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members.

## **Section 4**

- Termination of Membership

The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article IX of these By-Laws.

## **Section 5**

- Resignation

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

## **Section 6**

- Reinstatement

Upon written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds (2/3) of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

## **Section 7**

- **Transfer of Membership**

Membership in this Corporation is transferable or assignable. However, no such transfer is valid, unless the proposed transfer is submitted to the Board of Directors in writing and approved by a majority of the entire Board. No such transfer shall become effective until the Secretary of the Corporation is notified of the transfer in writing. The Secretary must then record the transfer in the Membership Book.

## **Article III**

### **Meeting of Members**

#### **Section 1**

- **Annual Meeting**

An Annual Meeting of the members shall be held at Houston, Texas, on the 2<sup>nd</sup> Monday of March in each year, beginning with the year 1978, to elect Directors whose terms have expired, and for the transaction of such other business as may come before the meeting. If the day fixed for the Annual Meeting shall be a legal Holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a Special Meeting of the Members as soon as convenient.

#### **Section 2**

- **Special Meetings**

Special Meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of those members who have voting rights.

#### **Section 3**

- **Place of Meetings**

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting, for any Annual Meeting or for any Special Meeting called by the Board of Directors.

#### **Section 4**

- **Notice of Meetings**

Written or printed notice which states place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such a meeting, not less than ten (10) nor more than fifty (50) days before the date of such a meeting, by the direction of the President, or the Secretary, or the officers, or persons calling the meeting. In case of a Special Meeting, or when required by Statute, or by these By-Laws, the purpose or purposes for which the meeting is called, shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Corporation, with postage thereon pre-paid.

## **Section 5**

- **Quorum**

Those members holding ten (10%) percent of those votes that may be cast at any meeting shall constitute a quorum of such a meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

## **Section 6**

- **Voting**

The vote of the majority of the Votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the members, unless the vote of a greater number is required by law, the Articles or the By-Laws.

## **Section 7**

- **Proxy**

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from date of its execution, unless otherwise provided in the proxy.

## **Section 8**

- **Voting by Mail**

Where Directors or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

## **Article IV**

### **Board of Directors**

#### **Section 1**

- **General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. Only a member of the Norwegian American Chamber of Commerce, Inc., in good standing shall be eligible for the office of Director.

#### **Section 2**

- **Number, Tenure and Qualifications**

The number of Directors shall be seven (7). Each Director shall hold office for a term of three years except that the terms of the initial Directors shall expire on June 30, 1979.

#### **Section 3**

- **Election**

The Board of Directors shall each year preceding the expiring year of the term of the Board of Directors at its regular meeting in March, elect a nominating committee

consisting of three (3) members to serve until the next annual meeting. Such nominating committee is to make recommendations to the members of the Corporation of candidates for the Board of Directors to be elected at the Annual Meeting of Membership.

#### **Section 4**

- **Regular Meetings**

A Regular Meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place, as the Annual Meeting of Members. The Board of Directors may provide, by Resolution, the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such Resolution.

#### **Section 5**

- **Special Meetings**

Special Meetings of the Board of Directors may be called by, or at the request of the President, or any two (2) Directors. The person, or persons, authorized to call Special Meetings of the Board, may fix any place, either within or without the State, as the place for holding any Special Meetings of the Board called by them.

#### **Section 6**

- **Notice**

Notice of any Special Meeting of the Board of Directors shall be given at least two (2) days previous thereto, by written notice delivered personally, or sent by mail or telegram to each Director at his address, as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, in a sealed envelope so addressed, with postage thereon pre-paid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of meeting. The attendance of a Director at any meeting shall constitute a Waiver of Notice of such a meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because a meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the Notice, or Waiver of Notice, of such a meeting, unless specifically required by law or by these By-Laws.

#### **Section 7**

- **Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### **Section 8**

- **Voting**

The act of a majority of the Directors present at a Meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the law or by these By-Laws.

## **Section 9**

- **Vacancies**

Any vacancy occurring on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the non-expired term of his predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an Annual Meeting, or at a Special Meeting of members called for that purpose.

## **Section 10**

- **Compensation**

Directors shall not receive any stated salaries for their services, but by Resolution of the Board of Directors, any Director may be indemnified for expenses and costs, including attorneys' fees, actually and necessarily by him in connection with any claim asserted against him, by action in Court, or otherwise, by reason of his being or having been such Director, except in relation to matters, as to which he shall have been guilty of negligence or misconduct, in respect to the matter, in which indemnity is sought.

## **Article V**

### **Officers**

#### **Section 1**

- **Officers**

The Officers of the Corporation shall be a President (Chairman of the Board of Directors), a Vice President (Vice Chairman of the Board of Directors), a Secretary, a Treasurer, a legal advisor, a business manager, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

#### **Section 2**

- **Election and Term of Office**

The Officers of the Corporation shall be elected every three years beginning in 1979 by the Board at a regular Annual Meeting of the Board of Directors, except the Business Manager, who shall be appointed by the President. All officers must be Directors of the Corporation, except that the Business Manager need not be a Director or a member of the Corporation. If the election of Officers is not held at the Annual Meeting of the Board of Directors, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any Meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified. The office of President shall be limited to three (3) consecutive one (1) year terms.

### **Section 3**

- **Removal**

Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contracts rights, if any, of the Officer so removed.

### **Section 4**

- **Vacancies**

A Vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the non-expired portion of the term.

### **Section 5**

- **President**

The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He shall act as Chairman and preside at all meetings of the Board of Directors and preside at all meetings of the members. He may sign, with the Secretary, or any other proper Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, or by Statute to some other Officer, or Agent, of the Corporation; and, in general, he shall perform all duties incident to the office of the President, and, as such, other duties as may be prescribed by the Board of Directors from time to time.

### **Section 6**

- **Vice President**

In the absence of the President, or in the event of his inability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall act as Vice Chairman of the Board of Directors, and shall perform such other duties, as from time to time, may be assigned to him by the President or by the Board of Directors.

### **Section 7**

- **Treasurer**

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and, in general, perform all the duties incident to the office of Treasurer and such other duties, as from time to time, may be assigned to him by the President or by the Board of Directors.

### **Section 8**

- **Secretary**

The Secretary shall keep the Minutes of the Meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all Notices are duly given in accordance with the provisions of these By-Laws, or, as required by law, be custodian of the Corporate Records and of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all documents, the execution of which, on behalf of the Corporation under its Seal, is duly authorized in accordance with the provisions of the By-Laws; keep a register of the Post Office Address of each member, which shall be furnished to the Secretary by such member, and, in general, perform all duties incident to the Office of Secretary and such other duties, as from time to time, may be assigned to him by the President or by the Board of Directors.

### **Section 9**

- **Assistant Treasurers and Assistant Secretaries**

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and the Assistant Secretaries, in general, shall perform such duties as shall be assigned by the Treasurer, or the Secretary, or the President, or the Board of Directors.

### **Section 10**

- **Legal Advisor**

The Legal Advisor shall act as general counsel and give legal advice to the Corporation and its officers when requested.

### **Section 11**

- **Business Manager**

The Business Manager shall have general care of all documents and correspondence belonging to the Corporation; shall attend all meetings of the Corporation, Board of Directors, and any Committee, and keep a fair and correct register of all proceedings, rules and regulations of the Corporation, which shall be regularly entered in the Minute Books, and shall give due notification of all meetings, both regular and special, under the direction of the Secretary. The Business Manager shall be under the direct supervision of the President.

## **Article VI**

### **Committees**

#### **Section 1**

- **Committees of Directors**

The Board of Directors, by resolution adopted by a majority of the Directors in the office, may designate one or more committees, each of which shall consist of two (2) or more Directors. Such committees, to the extent provided in said Resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation,

but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law. A committee duly designated may perform the function of any officer and the function of any two (2) or more officers may be performed by a single committee, including the functions of both the President and Secretary.

## **Section 2**

- **Other Committees**

Other Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by Resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member, whenever in their judgment the best interests of the Corporation shall be served by such removal.

## **Section 3**

- **Term of Office**

Each member of a committee shall continue, as such, until the next Annual Meeting of the Members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

## **Section 4**

- **Chairman**

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

## **Section 5**

- **Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## **Section 6**

- **Quorum**

Unless otherwise provided in the resolution of the Board of Directors designating the committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting, at which a quorum is present, shall be the act of the committee.

## **Section 7**

- **Rules**

Each committee may adopt rules for its own government not inconsistent with the By-Laws, or with rules adopted by the Board of Directors.

## **Article VII**

### **Contracts, Checks, Deposits and Funds**

#### **Section 1**

- **Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

#### **Section 2**

- **Checks, Drafts or orders for Payment**

All checks, drafts, or order for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents, of the Corporation 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 Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

#### **Section 3**

- **Deposits**

All funds of the Corporation shall be deposited, from time to time, to the credit of the Corporation, in such banks, trust companies, or other depositories, as the Board of Directors may select.

#### **Section 4**

- **Gifts**

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise, for the general purposes, or for any special purpose, of the Corporation.

## **Article VIII**

### **Certificates of Membership**

#### **Section 1**

- **Certificate of Membership**

The Board of Directors may provide, for the issuance of Certificates, evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such Certificates shall be signed by the President, or a Vice President, and by the Secretary, or an Assistant Secretary, and shall be sealed with the Seal of the Corporation. All Certificates evidencing membership, of any class, shall be consecutively numbered. The name and address of each member, and the date of issuance of the Certificate, shall be entered on the records of the Corporation. If any Certificate shall become lost,

mutilated or destroyed, a new Certificate may be issued therefore, on such terms and conditions, as the Board of Directors may determine.

## **Section 2**

- **Issuance of Certificates**

When a member has been elected to membership and has paid any initiation fee and dues that may be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article VIII.

## **Article IX**

### **Dues**

#### **Section 1**

- **Annual Dues**

The Board of Directors may determine, from time to time, the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class.

#### **Section 2**

- **Payment of Dues**

Dues shall be payable in advance of a date to be determined by the Board of Directors in each fiscal year. Dues of a new member shall be prorated from the first day of the month, in which such new member is elected to membership, and for the remainder of the fiscal year of the Corporation.

#### **Section 3**

- **Default and Termination of Membership**

When any member of any class shall be in default in the payment of dues for a period of six (6) months, from the beginning of the fiscal year or period, in which such dues become payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these By-Laws.

## **Article X**

### **Miscellaneous**

#### **Section 1**

- **Books and Records**

The Corporation shall keep correct and complete books and records of account, and shall also keep Minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep, at the registered or principal office, a record giving the names and addresses of the members entitled to vote. All monthly records of the Corporation may be inspected by any member, or his agent, or attorney, for any proper purpose at any reasonable time.

## **Section 2**

- **Fiscal Year**

The Fiscal Year of the Corporation shall begin on the first day of July and end the last day of June in each year.

## **Section 3**

- **Corporate Seal**

The Board of Directors shall provide and prescribe the form of a Corporate Seal.

## **Section 4**

- **Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, or under the provisions of the Articles of Incorporation, or the By-Laws of the Corporation, a Waiver thereof, in writing and signed by the person or persons entitled to such Notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article XI**

### **Amendments**

#### **Section 1**

- **Power of Members to Amend By-Laws**

The By-Laws of this Corporation may be amended, repealed, or added to, or new By-Laws may be adopted, by the vote of the majority of a quorum, at a meeting, duly called for that purpose, according to the Articles or By-Laws.