Bylaws

of the

Greater La Vernia

Chamber of Commerce

Revised November 8, 2023

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ARTICLE ONE – OFFICE

Section 1.01 – Name

The name of the Chamber shall be the Greater La Vernia Chamber of Commerce, hereinafter referred to as the "Chamber". The principal office of the Chamber in the State of Texas shall be located in the City of La Vernia, County of Wilson.

Section 1.02 – Location

The principal address office of the Chamber is 112 E. Chihuahua Street, La Vernia, Texas. The Board of Directors of the Greater La Vernia Chamber of Commerce may change this location or designate other offices in other locations.

ARTICLE TWO – GENERAL

Section 2.01 – Mission

The Mission of the Chamber shall be an advocate for our members and to promote civic, commercial, industrial, educational, tourism, agricultural and social welfare of the City of La Vernia and the County of Wilson by:

Educating the business community in city, county, state, and national governmental concerns;

Promoting economic programs designed to strengthen business within the trade area;

Promoting programs of civic, social, and cultural nature which are designed to increase the functional and aesthetic values of the community;

Discovering and correcting abuses which prevent the promotion of business expansion and community growth;

Section 2.02 – Political Affiliations

This Chamber, in its activities as an organization, shall be non-partisan, and shall take no part in nor lend its influence to the election or appointment of any candidate for any national, state, county, city, or other public office

Section 2.03 – Observance of Laws

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.

Section 2.04 – Financial

The Chamber may receive and maintain a fund or funds of real and personal property, or both, subject to the restrictions and limitations herein set forth and shall use and apply the whole, or any part, of the income thereof and principal thereof exclusively for the purpose of improving the civic status of the city.

Section 2.05 – Procedures of Disputes – See Article Fifteen - Procedures

ARTICLE THREE – MEMBERS

Section 3.01 – Eligibility

Any corporation, partnership, sole proprietorship, association, individual, charitable and not for profit group, or estate having an interest in the objectives of the Chamber shall be eligible to apply for membership.

Section 3.02 – Election

Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Such applicant shall become a member upon payment of the regularly scheduled fees as provided in section 3.04.

New members are conditional upon payment until the next meeting, then by a simple majority vote of the members present at a meeting which there is a quorum present, shall approve all new memberships.

Section 3.04 – Membership Fees

The amount of membership fees will be set by the Board of Directors at the September meeting each year.

Dues shall be payable no later than the last day of December for the following year and shall expire on the last day of December. Dues shall be prorated for first year members applying after the thirty-first (31st) day of January.

Section 3.05 – Termination

Any member may resign from the Chamber upon written request to the Chamber President.

Any member shall be expelled by a simple majority vote of the Board of Directors for non-payment of fees after ninety (90) days from the due date, unless otherwise extended for good cause, as approved by a majority vote of the Board of Directors.

Any member may be expelled by a simple majority vote of the Board of Directors for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Members that are not current members or members not in good standing of the Greater La Vernia Chamber of Commerce, shall remove all advertisements which affiliate them with GLVCC.

Section 3.06 – Voting

In any proceeding in which voting by members is called for, each corporation, partnership, sole proprietorship, individual, charitable and not for profit group, or estate, in good standing shall be entitled to vote as follows:

A. Individuals are entitled to one vote.
B. Business members may designate two voting representatives for dues paid. Business members representing more than one company/entity are only

allowed one vote. Voting representatives must be designated on the Application for Membership. Substitute designee may be assigned provided written notice to the President prior to the meetings' call of order.

Membership in this Chamber is not transferable or assignable.

At any meeting of the Chamber, ten percent (10%) of the members shall constitute a quorum.

At any meeting of the Board of Directors, a majority of Directors present shall constitute a quorum.

At Committee Meetings, a majority of committee members shall constitute a quorum.

ARTICLE FOUR – MEETINGS OF MEMBERS

Section 4.01 – Regular Meetings

Regular monthly meetings will be held. Time is to be determined by the Membership. Location will be determined monthly by the 2nd Vice President.

Section 4.02 – Special Meetings

Special meetings of the Membership may be called by the President, or by written request of not less than ten percent (10%) of the members having voting rights.

Section 4.03 – Notice of Meetings

Written, telephone, or electronic notices stating the place, date, and hour of any meeting of members shall be delivered to each entity entitled to vote at such meeting not less than three days before the date of such meeting. Notice shall be by or at the direction of the President or Vice President or the officers or persons calling the meeting.

An agenda and minutes of the previous meeting must be prepared and presented to the Membership with the notice of the meeting.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in a United States Post Office mail receptacle addressed to the member at his address as it appears on the records of the Chamber, with postage thereon prepaid.

If sent electronically, the notice of the meeting shall be deemed to be delivered according to the time stamp on the submission, and sent to the member address as it appears on the records of the Chamber.

In case of a special meeting or when required by statute of these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4.04 – Minutes

Minutes or Reports shall be taken at all committee meetings and presented to the Board of Directors at the next meeting. Minutes shall be taken at the Executive

Board Meetings. The minutes shall then be incorporated into the Minutes Book maintained by the Secretary.

ARTICLE FIVE – BOARD OF DIRECTORS

Section 5.01 – Duties of the Board

The affairs of the Chamber shall be managed by the Board of Directors. Directors can be a representative of a good standing member of the Chamber.

Section 5.02 – Composition of the Board

The Board of Directors shall be composed of the elected officers: President, Vice President, 2nd Vice President, Secretary, and Treasurer, of this membership.

Section 5.04 – Purpose of the Board

The governmental and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and directs its affairs.

The board of directors shall so conduct the business of the organization as to give ample opportunity for obtaining the views of the members, and shall by the press, radio, letters and reports, keep the membership informed on the program of work. The records and facilities of the office shall be open and available to tall members in good standing.

Directors shall not receive any stated salaries for their services.

Section 5.05 – Selection and Election of Board

Election Committee: If there are numerous vacancies on the Board and if so deemed necessary by the President, at the regular October board meeting, the President shall appoint an election committee of three (3) members. The President shall designate the chairman of the committee.

Prior to the November meeting of the Board, the election committee shall present to the President a slate of candidates necessary to replace all open director positions. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of the directorship. All board members are eligible to be a candidate for another term.

Publicity of Candidates: Upon receipt of the report of the election committee, the president shall immediately notify the board of directors of the candidates' names.

Nomination by Ballot: The names of all candidates shall be arranged on a ballot in alphabetical order. Write-ins will be accepted. Instructions will be to vote for no more than the number of candidates needed to fill the open director positions. The election ballots shall be mailed or e-mailed to all chamber members in good standing. Members will have ten (10) consecutive days to return completed ballots to the chamber office.

Election of board members, if necessary, shall take place in the month of December.

All newly elected board members shall be seated at the regular January board meeting and shall be participating members thereafter.

Vacancy: If the office of president or of any vice president shall become vacant for any reason, the vice presidents shall advance in office, according to their rank. In the event such provision for advancement shall fail to fill the office of president or any office of vice president, the board of directors shall thereon call a special election, giving each member in good standing prior fourteen (14) calendar days notice of the time and place, which time and place shall be determined by said board, and such office shall be filled at said election meeting. In the event of a vacancy in any other office, the board of directors shall appoint a member to fill the unexpired term.

Replacement of Officers-Elect: In the event any officer-elect, before his/her term of office commences, is unable or refuses for any reason to serve therein, the president may call a special nomination and election meeting to elect a replacement for such officer elect. Fourteen (14) calendar days prior to notice of such meeting, setting forth the purpose, time and place shall be given to each member, by mail or e-mailed. The election shall be held immediately after nominations have been closed and a plurality vote shall be necessary for election.

Section 5.06 – Quorum

A simple majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the Board, with two exceptions: Sale or purchase of real property, and election of officers. In these two instances, at least three (3) of the full Board must be in attendance.

Section 5.07 – Special Meetings

Special meetings of the Board of Directors may be called by, or at the request, of the President or a majority of board members.

Section 5.11– Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current and former officers, directors, and employees against expenses actually and necessarily incurred by 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 officers, directors, or employees of the chamber except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence of 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.

All directors shall be held individually harmless if the chamber should borrow monies.

ARTICLE SIX – OFFICERS

Section 6.01 – Selection of Officers

The Officers of the Chamber shall be President, Vice President, 2nd Vice President, Secretary, Treasurer, and other Officers as may be elected in accordance with the provisions of this Article. The membership may elect or appoint such other Officers, including one or more Vice Presidents and one or more Assistant Treasurers, as it deems desirable. Such Officers to have the authority and perform the duties described, from time to time, by the members.

No board member shall be elected into more than one position. In the event of an emergency or loss of board member, a current board member may temporarily fill the position until an emergency voting election can be held to officially fill the vacancy.

No member can have more than one representative serving as an officer at the same time in order to preserve any potential conflict of interest. As such, a member who is in good standing can only have two voting representatives (One primary and one secondary for absence of primary). Representatives are to be identified on the annual application for membership renewal.

Section 6.02 – Vacancy of Officer(s)

Any vacancy occurring in any officer position is to be filled by an election of the members.

Section 6.03 – Termination

Any Officer elected or appointed by the membership may be removed by a majority vote of the members present at a meeting which a quorum is present; whenever in its judgment the best interests of the Chamber would be served. Such removal shall be without prejudice to the contract rights, if any, of the officer to be removed.

Section 6.04 – Duties of Officers

President: The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership and Board of Directors. The President shall determine all committees, select all committee chairmen, and assist in the selection of committee personnel. The President shall be responsible for the expenditures with approved budget allocations.

The President shall be an ex-officio member of all Committees.

Vice President: The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. As such, the Vice President will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.

2nd Vice President: The Second Vice President shall exercise the powers and authority and perform the duties of the Vice President in the absence or disability

of the President and Vice President. As such, the 2nd Vice President will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.

The role of the 2nd Vice President at a meeting is to be a resource to the chair, to assist the chair in the conduct of the meeting. The 2nd Vice President sits adjacent to the chair and unobtrusively gives the chair help, guidance and support during the meeting. The chair can and should consult with the 2nd Vice President when not certain on how to rule on a question or proceed in the circumstances.

The 2nd Vice President is familiar with as provided in the latest edition of Robert's Manual of Parliamentary Rules.

The 2nd Vice President is to be the Membership Director. The responsibilities for this position shall be:

(1) Development of a growth program specifically for the chamber and presented to the board of directors for approval.
(2) Regular encouragement at the chamber meetings to bring in new quality members.
(3) Ensuring implementation of proper recruitment and retention procedures.
(4) Reporting to the board of directors on ways to reduce the loss of members.

Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer shall cause a monthly financial report be made to the membership and attach a copy of the previous months bank statement for review and signed by the membership.

The Treasurer's books shall be subject to audit by an outside auditor at the completion of each fiscal year.

Every check written will bear the signatures of at least two elected officers. Every elected officer will be listed on the bank account.

Secretary: The Secretary shall prepare notices, agendas, and minutes of meetings and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber. The Secretary is in charge of the Chamber's email and post office box.

Section 6.05 – Terms of Office

Each Officer shall take office and be installed at the regular meeting in January. The term shall be for one year thereafter. Annual election of officers will be held at the regular meeting in December of each year by the membership.

ARTICLE SEVEN – EXECUTIVE COMMITTEE

Section 7.01 – Composition

The Executive Committee shall be composed of the officers of the Chamber, President, Vice President, 2nd Vice President, Secretary, Treasurer.

Section 7.02 – Meetings

In the interim between the meetings of the members, the Executive Committee shall meet as often as it deems necessary to conduct the routine business of the Chamber and shall have authority to order disbursements for necessary expenses, as provided for in the approved budget.

Section 7.03 – Expenditures

Any expenditures exceeding $500 for expenses not identified in the Budget must go before the membership at a regular meeting to be approved.

Every check written will bear the signatures of at least two elected officers.

ARTICLE EIGHT – COMMITTEES AND DIVISIONS

Section 8.01 – Appointment and Authority

The President shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber.

Section 8.02 – Function

It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 8.03 – Limitation of Authority

No action by any member, committee, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it is approved or ratified by the Board of Directors.

No committee shall have the authority to authorize the sale, lease, exchange, or mortgage of any of the property or assets of the Chamber, nor shall it encumber debt without approval by the Board of Directors.

All funds generated by such committees are to be expressly owned and controlled by the Chamber. No committee shall maintain separate depository accounts.

Section 8.04 – Termination/Discharge

Any Committee Chairman or committee member may be removed by a majority vote of the members present at a meeting which a quorum is present; whenever in its judgment the best interests of the Chamber would be served. Such removal shall be without prejudice to the contract rights, if any, of the members to be removed. At least ten (10) days written notice shall be given of an intention to take such action when the best interest of the Chamber shall be served by such removal.

The President shall discharge committees when their work has been completed and their reports accepted, or when it is deemed wise to discontinue the committees.

Section 8.05 – Testimony

Once the Board of Directors has approved committee action, it is incumbent upon the committee chairmen, or their appointee familiar with the issue, to give testimony to, or make presentations before, civic and government agencies.

ARTICLE NINE – FUNDS AND FINANCING

Section 9.01 – Authority

All checks written in the name of the Chamber shall be signed and countersigned by any two (2) of the elected Officers.

Section 9.02 – Deposits

All funds shall be deposited in a timely basis to the credit of the Chamber in the general fund of such bank, trust company, or other depositories, which must be insured by an agency of the United States Government, as the members may select.

Section 9.03 – Budget

The Budget Committee shall adopt the budget for the coming year and submit to the membership in October for approval in November.

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without approval from the Board of Directors.

The Board of Directors may deem it necessary to set up a special fund to deposit certain monies. The funds shall be administered by the Treasurer in accordance with Article Six, Section 6.04

Funds unused from the year's budget will be applied to the following year's budget.

A public accountant may be contracted to analyze the accounts of the Chamber annually. The analysis shall at all times be available to members of the Chamber within the offices of the Chamber.

A sufficient fidelity bond, in an amount set by the Board and paid for by the Chamber, may be secured to bond the officers and staff.

Should the Chamber disband, all monies will go towards an organization(s) voted on by the members.

ARTICLE TEN – BOOKS AND RECORDS

Section 10.01 – Requirements

The Chamber will keep correct and complete books and records of account. The books and records include:

- An endorsed copy of all documents filed with the Texas Secretary of State relating to the Chamber, including but not limited to the Articles of Incorporation, any Articles of Amendment, restated Articles, Articles of Merger, Articles of Consolidation, and statement of change of registered office or registered agent.
- A copy of all bylaws, including these bylaws, and any amended versions or amendments to them.
- Minutes of the proceedings of the Board and Committees having any of the authority of the Board.
- A list of the names and addresses of the directors, officers, and any committee members of the chamber.
- A financial statement showing the chamber's assets, liabilities, and net worth at the end of the three most recent fiscal years.
- A financial statement showing the chamber's income and expenses for the three most recent years.
- All rulings, letters, and other documents relating to the chamber's federal, state, and local tax status.
- The chamber's federal, state, and local tax information or income tax returns for each of the three most recent tax years.

Section 10.02 – Inspection and Copying

Any member in good standing of the Chamber may inspect and receive copies of any of the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Chamber. He or she may go through their attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five (5) business days after the chamber receives a proper written request. The board may establish reasonable copying fees not to exceed $1.00 per page. The Chamber will provide requested copies of books or records no later than fifteen (15) business days after receiving a proper written request.

ARTICLE ELEVEN – FISCAL YEAR

Section 11.01 – Term

The fiscal year shall begin on the first day of January and end on the last day of the succeeding December.

ARTICLE TWELVE – WAIVER OF NOTICE

Section 12.01 – Acceptable Delivery of Notices

Any notice required or permitted by these bylaws to be given to any Director or Officer may be given by mail, electronic mail, facsimile transmission, telegram, or in-hand delivery. If mailed, notice is deemed to be delivered when deposited in

the mail, addressed to the individual at his or her address as shown on the chamber records, with postage prepaid.

Section 12.02 – Member Change of Address

A person may change their address in the chamber records by giving written notice of the change to the Secretary of the Chamber.

Any person who is entitled to receive notice may waive their notice by a written notice signed by the person.

Actual attendance at a meeting constitutes a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the adequacy of the notice.

ARTICLE THIRTEEN – AMENDMENTS TO BYLAWS

Section 13.01 – Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds (2/3) majority of the members present at any regular meeting or at any special meeting if at least ten (10) consecutive days written notice is given of any intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

ARTICLE FOURTEEN – PROCEDURES

Section 14.01 – Parliamentary Authority

The rules contained in the current edition of ***Robert's Rules of Order Newly Revised*** shall govern the Chamber in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Chamber may adopt.

By laws revised and approved by Greater La Vernia Chamber Membership on membership on November 8, 2023.

Kasie Tankersley, President – Greater La Vernia Chamber of Commerce

Attest: Megan Lingo, Secretary – Greater La Vernia Chamber of Commerce