



BYLAWS

ARTICLE I

Name, Purpose, and Offices

Section 1. **Name.** The name of the corporation is Greater Taylor Chamber of Commerce and Visitor Center, hereinafter called the Corporation.

Section 2. **Purpose.** The Corporation is organized exclusively for all lawful purposes within the meaning of Section 501 (c)(6) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

Section 3. **Offices.** The Corporation shall have a registered office, and may have other offices at such places as the Board of Directors may from time-to-time determine, or as the activities of the Corporation may require.

ARTICLE II

Members

Section 1. **Members of the Corporation.** There is hereby established a category of members who shall be members of the Corporation, and who shall have voting rights in respect thereof as provided by these Bylaws. Members in this category shall include, but not be limited to, corporations, associations, partnerships, limited liability companies, estates, sole proprietorships, and individuals, as determined from time-to-time by the Board of Directors. All members in this class of membership shall be members in good standing, and shall meet such other criteria as are adopted from time-to-time by the Board. Each member in this class of membership shall be entitled to one (1) vote.

Section 2. **Other Classes or Categories of Members.** The Board of Directors may establish such other classes or categories of members as it from time-to-time deems appropriate. Persons or organizations in such other classes or categories of members shall not be members of the Corporation, and shall not have voting rights in respect thereof.

Section 3. **Good Standing.** As used in these Bylaws, or in policies and procedures, "member in good standing" shall mean a person or an organization that has paid the required dues for the member's class or category of membership, and who has complied with the other requirements of membership as determined by the Board of Directors.

Section 4. **Benefits, Dues and Policies.** The Board of Directors may establish, and from time-to-time amend, membership qualifications, benefits, dues, and policies for each class or category of members established by these Bylaws, or by the Board.

Section 5. **Suspension, Termination, and Appeal.** The Board of Directors, by an affirmative vote of a majority of all members of the Board, may suspend or terminate a member with or without cause at a meeting whose notice shall include such proposed suspension or termination, and shall notify the member promptly of the justification for and terms of such suspension or termination. Any member may appeal such suspension or termination by filing a



written appeal outlining their objections to the suspension or termination with the Secretary of the Board within thirty (30) days of the date the Board mailed the notice of suspension or termination. The Board shall consider the appeal at the next regularly scheduled meeting. The decision of the Board shall be final.

Section 6. **Resignation.** Any member may resign by filing a written resignation with the Secretary of the Board, which resignation shall become effective on the date specified in the written resignation, but in no case before the date of receipt. If no date is specified, the effective date of the resignation shall be the date of receipt.

ARTICLE III

Meetings of Members

Section 1. **Annual Meeting.** There shall be an annual meeting of the members, which shall take place at such a time and place as is fixed by the Board of Directors. At the annual meeting, the voting members of the Corporation shall elect Directors, and transact any and all business that may come before the membership subject to all provisions for notice, or waiver of notice, as provided in these Bylaws.

Section 2. **Special Meetings.** Special meetings of the members of the Corporation shall be held upon presentation of a written petition signed by not less than ten percent (10%) of the voting members of the Corporation who are in good standing. The petition shall also specify the purpose, or purposes, of the special meeting.

Section 3. **Notice.** Notice of the annual meeting of the Corporation shall be given not less than thirty (30) days nor more than sixty (60) days prior to the date of the annual meeting. Notice of any special meeting of the Corporation shall be given at least fifteen (15) days prior to the date of the special meeting. Notice may be given personally; by mail to the last known address of any member; or by electronic means with or without proof of receipt required as determined by the Board.

Section 4. **Waiver of Notice.** Any notice required under these bylaws may be waived by the written consent of the person or persons entitled to such notice.

Section 5. **Voting and Proxy.** Members shall be present in person to vote, provided that with reasonable notice to the Board Chair, a member may attend any meeting and vote by electronic means in which all persons participating in the meeting can hear or communicate with each other simultaneously. Proxy voting shall not be allowed.

Section 6. **Quorum.** Ten percent (10%) of all voting members in good standing shall constitute a quorum at any annual or special meeting of the Corporation, and shall include members attending by electronic means.

Section 7. **Membership Lists.** The Board shall maintain, or cause to be maintained, accurate lists of members eligible to vote at the annual meeting, or any special meeting called by the members, in accordance with applicable law. The Board shall also determine a record date prior to each annual meeting in accordance with applicable law.



ARTICLE IV

Board of Directors

Section 1. **General Powers.** The activities, property, monies, and affairs of the Corporation shall be managed by the Board of Directors (hereinafter Board) who may exercise all such powers of the Corporation as are permitted by statute, the Articles of Incorporation, and these Bylaws.

Section 2. **Number.** The Board shall consist of not more than fifteen (15) members, which number may be increased or decreased from time-to-time by amendment of these Bylaws, provided that the number of directors shall not at any time be less than three (3), and that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3. **Qualifications and Election.** To be elected to the Board, all nominees shall have been a voting member in good standing, or the employee, owner, or authorized representative of a member in good standing if such member is an entity, on or before the record date for the annual meeting as determined by the Board. Directors shall be elected at the annual meeting of the Corporation from the list of nominees in accordance with these Bylaws.

Section 4. **Process of Election.** The Governance Committee creates a nominating committee annually or as needed to fill positions based on board needs. The nominating committee presents the board with a slate of nominees to be approved prior to the annual meeting at which their election is ratified by the body.

Section 5. **Term of Office.** The term of office for directors shall be three (3) years. Directors may be reappointed or reelected to a second term, after which the director shall be ineligible for reelection to the Board for a period of not less than one (1) year. The initial directors under these Bylaws shall be appointed as follows: one-third shall be appointed to a term of one (1) year; one-third shall be appointed to a term of two (2) years; and, one-third shall be appointed to a term of three (3) years. Thereafter, one third of the directors shall be elected or appointed each year on a rotating basis for terms of three (3) years. Directors shall serve until the expiration of their term, resignation, disqualification, or removal from office as provided in these Bylaws.

Section 6. **Filling of Vacancies.** Any vacancy in the Board, or a vacancy created as the result of an increase in the number of directors, shall be filled by the affirmative vote of a simple majority of the sitting directors, at any regular or special meeting of the Board, provided that the notice of the meeting shall state that the filling of vacancies is to be considered. Any director appointed to fill a vacancy shall hold office until the end of the term of the vacancy to which he or she was appointed. Vacancies created by an increase in the number of directors shall be appointed so as to meet the requirements for rotation as provided in Section 3 above.

Section 7. **Removal and Resignation.** Any director may be removed, either for cause or without cause, at any regular or special meeting of the Board by an affirmative vote of a majority of the number of directors in office, provided that the notice of the meeting shall state that removal of directors is to be considered. Any officer or director may resign at any time by sending written notice by any means to the Chair of the Board. The resignation shall take effect at the time specified, but in no case before notice is received.

Section 8. **Regular Meetings.** Regular meetings of the Board shall be held at such places and at such times as may be determined by a resolution adopted by the Board and communicated to all directors, subject to all provisions for notice, or waiver of notice, as provided in these Bylaws. There shall be not less than six (6) regular meetings of the Board each year.



Section 9. **Special Meetings.** Special meetings of the Board shall be held at such places and at such times as may from time-to-time be determined by the Board, subject to all provisions for notice, or waiver of notice, as provided in these Bylaws. Unless otherwise specified in these Bylaws, any and all business may be transacted at any regular or special meeting of the Board. Special meetings may be called by the Chair, or by the written request of fifty percent (50%) of the directors in office.

Section 10. **Annual Meeting.** There shall be an annual meeting of the Board of Directors, which shall be the first Board meeting after the annual meeting of the Corporation. At the meeting, the Board shall elect officers, and may transact any and all business that may come before the Board, subject to all provisions for notice, or waiver of notice, as provided in these Bylaws.

Section 11. **Notice.** Notice of the annual meeting shall be given not less than thirty (30) days nor more than sixty (60) days prior to the date of the annual meeting. Notice of any special meeting of the Board shall be given at least seven (7) days prior to the date of the special meeting. Notice may be given personally, by mail to the last known address of any director, or by electronic means with or without proof of receipt required as determined by the Board. Unless otherwise required by law or these Bylaws, neither the business to be transacted, nor the purpose of the meeting need be specified in the notice of the meeting. In case of an emergency declared by the Board Chair, the seven day notice may be waived.

Section 12. **Waiver of Notice.** Any notice required under these bylaws may be waived by the written consent of the person or persons entitled to such notice.

Section 13. **Quorum.** At all meetings of the Board, the presence of a majority of the number of directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, which number shall include any members attending by electronic means. If at any time a director suggests the absence of a quorum, the roll shall be taken immediately to determine if a quorum is present. In the absence of a quorum the meeting may be adjourned to such a time and place as determined by the Board when a quorum will be present. No notice, other than announcement at the meeting, shall be required to continue the meeting of the Board.

Section 14. **Actions of the Board.** The act of a majority of the directors present at any meeting where a quorum is present shall constitute an act of the Board of Directors, unless a different number is required specifically by these Bylaws.

Section 15. **Voting and Proxy.** Members shall be present in person to vote, *provided* that with reasonable notice to the Board Chair, a member may attend and vote by electronic means as provided in the Bylaws. Proxy voting shall not be allowed.

Section 16. **Consent.** Any action permitted or required to be taken at any meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action to be taken shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote of the Board. Consent may be obtained in writing, by facsimile, or by e-mail.

Section 17. **Attendance.** With reasonable notice to the Chair, any director may attend and vote at any meeting by electronic means in which all persons participating in the meeting can hear or communicate with each other simultaneously. If any director fails to attend any three meetings within one (1) year, then the director shall be deemed to have submitted his or her resignation from the Board of Directors. The Board of Directors, for good cause shown, and upon verification, may refuse to accept the resignation of any director.



Section 18. **Compensation.** No director shall receive compensation as the result of his or her service on the Board or on any committee of the Board. Nothing contained in this section shall prohibit any director from receiving reimbursement for actual expenses incurred on behalf of the Corporation, *provided* that the expense was authorized by the Board. Nothing contained in this section shall prohibit any director from being reimbursed for expenses incurred in attending meetings of the Board or any committee of the Board, subject to applicable policies and procedures on reimbursement adopted by the Board.

ARTICLE V

Officers, Agents and Employees

Section 1. **Elected Officers.** The elected officers of the Corporation shall be a Chair, a Chair-Elect, a Secretary, and a Treasurer.

Section 2. **Election.** Governance committee will appoint a nominating committee which, in turn, will recommend a slate of officers to be considered for election. The nominating committee presents the slate of nominees to the Board for review prior to the annual members meeting, during which the election is ratified by the body. Officer terms will typically begin at the meeting following the annual meeting.

Section 3. **Appointive Officers, Agents, and Employees.** The Board shall select and employ a chief executive and administrative officer who shall be known as the President. The President shall serve as an *ex-officio* nonvoting member of the Board of Directors. The Board may from time-to-time appoint such other officers, agents and employees as it deems necessary, who shall have powers and duties as set forth in these Bylaws, or as determined from time-to-time by the Board.

Section 4. **Simultaneous Offices.** No person shall hold more than one of the offices designated in Section 1 above at the same time unless the Board shall first declare that such a need exists, and then designate an officer to perform the duties created by the vacancy of another officer. At no time shall the Chair and the Secretary be the same person.

Section 5. **Term of Office, Removal, Filling of Vacancies.** Each elected officer shall hold office for a term of one (1) year or until his or her death, resignation, disqualification or removal from office as provided in these Bylaws. Any officer may be reelected to a second or third consecutive term in the same office *provided* that no officer shall serve more than three consecutive years in the same office. Any officer may be removed at any time by a majority of the number of directors in office, when in the judgment of the Board, such removal shall be deemed in the best interest of the Corporation, and *provided*, that the notice of the meeting shall state that removal of officers is to be considered. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by an affirmative vote of a majority of the number of directors in office.

Section 6. **Chair.** The Chair shall have general supervision of the affairs of the Corporation; shall preside at all meetings of the Board; shall have general authority to execute bonds, deeds and contracts in the name of the Corporation; shall sign all official documents on behalf of the Corporation; shall appoint all Committee Chairs unless otherwise designated by these Bylaws; shall appoint such other officers and agents as are necessary for the operation of the Corporation; and in general, shall exercise all powers usually pertaining to the president or chair of a corporation. All powers and duties of the Chair shall be subject to the provisions of the Articles of Incorporation and these Bylaws, and to review and confirmation by the Board in such a manner as is from time-to-time determined by the Board.



Section 7. **Chair-Elect**. The Chair-Elect shall attend all meetings of the Board of Directors and the Executive Committee, and use the year to prepare for his or her upcoming role as Chair of the Board. The Chair-Elect shall have such other powers and duties as may from time-to-time be determined by the Executive Committee or the Board.

Section 8. **Secretary**. The Secretary shall keep and maintain all records of the Corporation unless otherwise specified in these Bylaws; shall see that proper notice is given for all meetings of the Board; shall keep, or cause to be kept, accurate and true records of all proceedings of meetings of the Board; shall ensure that minutes of the previous meeting(s) and all related documents are sent to directors at least five (5) days prior to the next meeting; and in general, shall exercise all powers usually pertaining to the Secretary of a corporation. All powers and duties of the Secretary shall be subject to the provisions of the Articles of Incorporation and these Bylaws, and to review and confirmation by the Board in such a manner as is from time-to-time determined by the Board.

Section 9. **Treasurer**. The Treasurer shall be the chief financial and accounting officer of the Corporation; shall have active control of and be responsible for all accounts and finances of the Corporation; shall supervise all vouchers and requests for payment by the Corporation including records pertaining thereto; shall prepare or cause to be prepared accurate and understandable monthly financial reports of the finances of the Corporation; shall prepare or cause to be prepared financial statements and related documents; shall have supervision of the books and accounts of the Corporation; shall ensure that regular and accurate financial reviews or audits are performed according to financial practices and procedures applicable to the Corporation; shall recommend depositories and financial institutions to the Board; shall have care and custody of all monies, funds and securities of the Corporation and shall ensure that all funds are deposited in such depositories as are selected by the Board; shall be responsible for the collection of all accounts payable to the Corporation; shall keep or cause to be kept full and accurate accounts of all expenditures and disbursements by the Corporation; shall have the power to endorse all checks, drafts, notes or other financial instruments payable to the Corporation; shall give or cause to be given proper receipts for all payments to the Corporation; and in general, shall exercise all powers usually pertaining to the treasurer of a corporation. All powers and duties of the Treasurer shall be subject to the provisions of the Articles of Incorporation and these Bylaws, and to review and confirmation by the Board as determined from time-to-time by the Board.

Section 10. **Other Powers and Duties**. In addition to the powers and duties enumerated above, the elective and appointive officers, agents, or employees of the Corporation shall perform such other duties, and have such other powers as are provided in the Articles of Incorporation, these Bylaws, and the policies and procedures adopted by the Board, or as are otherwise determined from time-to-time by the Board.



ARTICLE VI

Committees of the Board

Section 1. **Executive Committee.** There is hereby created an Executive Committee of the Board whose membership shall be the Chair, Chair-Elect, immediate Past Chair, Secretary and Treasurer. The President of the Corporation shall serve as an *ex-officio*, non-voting member of the Executive Committee. The Past Chair shall be authorized to continue serving as a Director until the current Chair is replaced, regardless of whether the Past Chair would otherwise be prohibited from continuing to serve under the term limits set forth in Section IV.4 above.

Section 2. **Powers and Duties of the Executive Committee.** The Executive Committee shall have the authority to act on behalf of the Corporation in the intervals between Board meetings, shall be responsible for recruiting, hiring and evaluating the President, and shall have such other powers and duties as may from time-to-time be determined by the Board. The Executive Committee shall keep accurate records of its proceeding and report all actions to all directors on the Board. All actions of the Executive Committee shall be subject to review and confirmation by the Board in such a manner as is determined from time-to-time by the Board.

Section 3. **Governance Committee.** There is hereby created a Governance Committee which shall consist of three (3) to five (5) members including the immediate Past-Chair, Chair, Chair Elect and one (1) member at-large from the voting membership, who shall be a member in good standing. The Chair of the Governance Committee shall be appointed by the Board Chair.

Section 4. **Powers and Duties of the Governance Committee.** The Governance Committee shall oversee the effectiveness of Board processes, make recommendations for changes to structures and procedures, monitor their effectiveness, and recommend changes as needed in policies or the By-Laws. The committee shall further evaluate Board expertise and performance and convene a Nominating Committee to recommend a slate of officers and directors for approval of the Board. It shall meet not less than six (6) times per year to discharge its powers and duties.

Section 5. **Committee Quorum and Action.** A committee quorum is a simple majority of the members of the committee. A committee shall act based upon the vote of a simple majority of the members of the committee present.

Section 6. **Other Committees.** The Chair, or the Board, may establish such other committees as are necessary for the operation of the Corporation. All other committees shall have only those powers and duties specifically designated by the Board, and shall perform such tasks and activities as may from time-to-time be determined by the Board. All committees of the Corporation shall keep accurate and true minutes, copies of which shall be filed with the President. All committees of the Corporation shall give adequate notice of meetings as determined by the committee, but in no case shall the notice be less than seven (7) days. Standing committees of the Corporation shall be chaired by a director, and may have members who are not officers or directors of the Corporation. Subcommittee chairs need not be officers or directors.



ARTICLE VII

Indemnification of Officers and Directors

Section 1. **Indemnification.** The Corporation shall indemnify an officer or director of the Corporation against reasonable expenses incurred by the officer/director in connection with any proceeding in which the officer/director is named as a defendant or respondent because he or she is, or was, an officer/director of the Corporation, subject to the limitations in the Articles of Incorporation, these Bylaws, and the Texas Non-Profit Corporation Act.

Section 2. **Conditions.** The Corporation shall have no obligation to indemnify an officer or director if the officer/director is found liable for:

- a) a breach of the officer/director's duty of loyalty to the Corporation
- b) an act or omission not in good faith that constitutes a breach of duty of the officer/director to the Corporation
- c) an act or omission that involves intentional misconduct or an intentional violation of the law
- d) a transaction from which the officer/director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the officer/director's office
- e) an act or omission for which the liability of an officer/director is expressly provided for by an applicable statute

Section 3. **Limits.** The Board may adopt, and from time-to-time amend, reasonable limits on the expenses of any officer or director for whom indemnification is provided.

ARTICLE VIII

Miscellaneous Provisions

Section 1. **Dividends Prohibited.** No part of the net income of the Corporation shall inure to the benefit of any private shareholder or individual; no dividends shall be paid; and no part of the net income of the Corporation shall be distributed to its officers or directors.

Section 2. **Loans to Officers and Directors.** No loans shall be made by the Corporation to any officer or director for any reason at any time.

Section 3. **Fiscal Year.** The fiscal year of the Corporation shall be fixed, and may be changed from time-to-time, by resolution of the Board.

Section 4. **Policies and Procedures.** The Board shall have the authority to adopt such policies and procedures as the Board may from time-to-time determine, or as the activities of the Corporation may require.

Section 5. **Registered Agent.** The President shall serve as the registered agent for the Corporation.

Section 6. **Audit or Financial Review.** The Board shall engage an independent firm to conduct a financial review or audit as specified in the Finance Policies approved by the Board of Directors.



Section 7. **Rules of Order.** The Board shall conduct business by Robert's Rules of Order, as revised.

ARTICLE IX

Dissolution

Section 1. **Dissolution.** The Corporation may be dissolved by a simple majority vote approved by the directors in office, even though less than a quorum, or by a sole remaining director. After providing for the payment of all debts, the satisfaction of all liabilities, and the expenses of dissolving the Corporation, any assets remaining upon dissolution of the Corporation shall be disposed of by the remaining directors in accordance with the provisions of the Articles of Incorporation and applicable law.

Section 2. **Benefits.** No part of the cash or assets of the Corporation shall inure to the benefit or any current or former director or officer, or any current or former employee.

ARTICLE X

Amendments to Bylaws

Section 1. These Bylaws may be altered, amended, or repealed, or new Bylaws adopted at any meeting of the Board of Directors by an affirmative vote of a majority of the number of directors in office, *provided* that the notice of the meeting shall state that amendments to the Bylaws are to be considered and shall include a copy of the proposed amendments, *provided further* that the notice shall be given at least twenty-one (21) days prior to the date of the meeting.

These Bylaws were amended by a majority of the Board of Directors in office at a meeting held on the 9th day of September, 2018.

Theresa Pore, Chair, Board of Directors

Jordan Grier, Secretary