

LAKE TRAVIS CHAMBER OF COMMERCE  
BYLAWS

ARTICLE I – NAME AND LOCATION

Section 1.       NAME – This entity is organized under the laws of the State of Texas and known as the Lake Travis Chamber of Commerce (the “Chamber”). The principal office of the Chamber shall be in the South Lake Travis area.

ARTICLE II – AREA AND PURPOSE

Section 1.       AREA – The Chamber shall serve the South Lake Travis area, which shall be defined as that area that the Lake Travis Independent School District serves. This encompasses 118.2 square miles that are bound by the shores of Lake Travis on the north, Travis and Hays county line on the south, the Pedernales River to the west, and Lake Austin and Barton Creek to the east.

Section 2.       MISSION AND NON-PROFIT RECOGNITION – The Mission of the Lake Travis Chamber of Commerce is to foster the best economic climate in Lake Travis by connecting businesses, strengthening communities, and promoting the Lake Travis area as a destination. The Vision of the Lake Travis Chamber of Commerce is to be the Voice for Business in the South Lake Travis Area. The Chamber is recognized by the Internal Revenue Service as a 501c-6 Non-Profit Corporation.

ARTICLE III – MEMBERSHIP

Section 1.       ELIGIBILITY – Any person, association, corporation or partnership shall be eligible for membership in the Chamber who is interested in furthering its objectives as set forth in Article II of these Bylaws.

Section 2.       ELECTION TO AND TYPE OF MEMBERSHIP – All applications for membership must be accompanied with payment of annual dues and presented to the Chamber office. The classes of membership shall be as follows:

                  BUSINESS MEMBERSHIP – The annual dues shall be at the rate or rates, schedule or formula as prescribed by the Board. Chamber members in good standing shall have one (1) vote.

                  INDIVIDUAL MEMBERSHIP – The annual dues shall be at the rate or rates, schedule or formula as prescribed by the Board. A self-employed person or member of a partnership will not be eligible for individual membership, regardless of their business location. Individual members are citizens of the Lake Travis area that are either unemployed or retired; they do not represent a business or organization. Individual members will be entitled to all rights of membership, including serving on committees, attending meetings, and receiving correspondence. Individual members in good standing shall have one (1) vote.

                  LIFETIME MEMBERSHIP – Lifetime members will be complimentary memberships and will be entitled to all rights of membership, including serving on committees, attending meetings, and receiving correspondence. The Board may authorize complimentary and reciprocal memberships on such terms and conditions as it shall deem advisable. Lifetime members shall have one (1) vote.

                  NON-PROFIT MEMBERSHIP – These are made up of neighborhood and community associations and charities. The annual dues shall be at the rate or rates, schedule or formula as prescribed by the Board. Non-profit members will be entitled to all rights of membership, including serving on committees, attending meetings, and receiving correspondence. Non-Profit members in good standing shall have one (1) vote.

                  GOVERNMENT MEMBERSHIP – These are made up of staff of any government agency or office. The annual dues shall be at the rate or rates, schedule or formula as prescribed by the Board. Government employees will be entitled to all rights of membership including serving on committees, attending meetings, and receiving bulletins and correspondence. Government members in good standing shall have one (1) vote.

Section 3.       REMOVAL OF MEMBERS – Any member failing to pay dues within sixty (60) days after the renewal month of membership shall no longer be in good standing and shall be removed from the directory of the membership. Any member may be removed by a majority vote of the Board. For any cause or complaint other than non-payment of dues, removal shall occur only after the member has been informed thereof and given reasonable

opportunity for defense. If removed, the member may appeal the Board's decision at the next regularly scheduled Board meeting, provided written notice of intent to appeal is received by the principal office of the Chamber at least fourteen (14) days prior to the meeting. The removed member's dues for the remaining period shall be forfeited.

Section 4. RESIGNATION – Each member shall be liable for dues until such member's written resignation has been received by the Chamber office. The Chamber shall not be obligated to refund any dues paid of a member that has resigned.

Section 5. HONORARY MEMBERSHIP – By a majority vote, the Board may award an Honorary Membership to a person or business who has rendered or may render meritorious service to the Chamber. Honorary Membership shall be exempt from all fees and dues, but shall have all the rights of membership. A proposal to confer Honorary Membership may be made in writing to the Chairman with a copy to the President. If the Membership Committee approves such proposal the name of the nominee shall be presented to the Board with a brief statement of the reasons thereof. An Honorary Membership may be revoked by a majority vote of the Board at any time. Honorary Memberships shall be awarded for a one (1) year period subject to additional awards by the Board pursuant to this Section.

Section 6. MEMBERSHIP ACCEPTANCE – The Board retains the right to accept or reject applications for membership of any potential member.

#### ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. FREQUENCY – The Board may establish one or more dates for regular meeting(s) of members.

Section 2. SPECIAL MEETINGS – Special meetings of members may be called by the Chair, any two (2) Officers, a majority of the Board, or by written petition of at least five percent (5%) of the members in good standing, stating the purposes of the meeting. The Chair shall call the meeting within two (2) weeks after receiving a petition for a membership meeting or after a special meeting of members is otherwise called pursuant to this Section.

Section 3. ANNUAL MEETING – In addition to meetings called by the Board, an Annual Meeting of the members shall be held at a time, date, and place established by the Board. Election of Officers and Directors shall occur at the Annual Meeting and notice thereof shall be mailed, e-mailed, or posted on the Chamber website at least thirty (30) days prior to said date.

Section 4. NOTICES – Notice of all meetings of the membership shall be given to all members by mail, e-mail or posting on the Chamber website.

Section 5. QUORUM – At any membership meeting of the Chamber, the members present in person shall constitute a quorum, provided that a majority of the Board is present and notice was provided to all members in accordance with these Bylaws.

Section 6. RULES – All questions of parliamentary procedure shall be decided according to the latest edition of Robert's Rule of Order to the extent as the committees and Board wish to or choose to follow.

Section 7. MEETINGS – Proxies shall not be allowed at meetings of the Board or of the membership.

#### ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

Section 1. ELIGIBILITY – Any member in good standing for twelve (12) consecutive months prior to nomination shall be eligible for election to the Board, unless such requirement is otherwise waived by a majority vote of the Board. No more than two (2) members or employees from any one (1) business shall serve concurrently on the Board.

Section 2. NUMBER – The voting members of the Board, including the Officers, shall range between ten (10) and twenty (20) individuals.

Section 3. EX-OFFICIO MEMBERS – In addition to the voting members of the Board described in Article V, Section 2, the Board may appoint volunteers and/or staff of a government agency or office and/or school district as Ex-Officio members to attend Board meetings. These Ex-Officio members shall serve in an advisory capacity and as a liaison between the Chamber and their respective entities. Ex-Officio members are encouraged although not required to attend monthly Board meetings. The number of individuals appointed pursuant to this Article V, Section

3 will be determined each year by the Board. Each appointment shall be for a one-year term subject to renewal or earlier removal by a majority vote of the Board. Ex-Officio members will be referred to herein and in practice as a member of the Board.

Section 4. QUORUM – A quorum for conducting business by the Board shall be a majority of the voting members then serving.

Section 5. MEETINGS, NOTICES – Regular meetings of the Board shall be held to review the financial status of the Chamber and to conduct such other business as shall properly come before the meeting. The Board shall conduct regular meetings as necessary at a time and place to be established by the Board. Meetings of the Board shall be open to all members in good standing who wish to attend. Notices and proposed agendas for all regular and special meetings of the Board shall be communicated to all members of the Board by mail, e-mail or posting on the Chamber web site. The Board may elect by majority vote to cancel or reschedule a regular meeting and must notify all members of the Board regarding such cancellation/rescheduling by mail, e-mail or posting on the Chamber website. The Board may act in Executive Session without staff present upon majority vote of the Board. Minutes will not be recorded during Executive Session. Proxies shall not be allowed at meetings of the Board or of the membership.

Section 6. OFFICER AND DIRECTOR TERMS – Directors shall be elected for two-year terms with a maximum of two (2) terms served consecutively. A Director appointed by the Board to fill an unexpired term, shall serve only for the remainder of such term. Officers will be elected for one (1) year terms, with a maximum of two (2) terms served consecutively for Secretary and Treasurer and a maximum of one (1) term for the Chairman of the Board, Chair Elect and Past Chair. Exceptions may be made by a majority vote of the Board.

Section 7. DIRECTOR METHOD OF ELECTION – (a) At least sixty (60) days prior to the Annual Meeting, the Chair shall, with the approval of the Board, appoint a nominating chair to create a committee of five (5) or more members, who shall present nominees of Directors for all vacancies of which elections are being held. The membership will be promptly notified of the nominations committee formation and provided an opportunity to formally place names into nominations. The nominations process will close at least forty-five (45) days prior to the Annual Meeting. The nominating committee shall first secure the permission of the proposed nominee to place their name in nomination. Director nominees selected by the nominating committee will be presented to the Board for approval by majority vote. Report of such nominees shall be included in the notice of the Annual Meeting which must be delivered or made available to all members at least fourteen (14) days prior to the Annual Meeting in the manner described above. (b) Directors shall be elected by majority of those members present and voting at the Annual Meeting, by a voice vote if there is no contest or by a closed ballot, if there is a contest.

Section 8. OFFICERS – Offices shall consist of a Chair, Chair Elect, Past Chair, Secretary, Treasurer and such other offices as the Board shall determine. Any Officer may be removed with or without cause at any time by a majority vote of the Board.

Section 9. OFFICER METHOD OF ELECTION – At least sixty (60) days prior to the Annual Meeting, the Chair shall, with the approval of the Board, appoint a nominating chair to create a committee of five (5) or more members, who shall present nominees of Officers for all vacancies of which elections are being held. The membership will be promptly notified of the nominations committee formation and provided an opportunity to formally place names into nominations. The nominations process will close at least forty-five (45) days prior to the Annual Meeting. (a) The Officers must be Directors of the Board with at least one (1) year of prior or present service on the Board. In the event that no Directors with one (1) or more years of service desire an officer position, new Directors will become eligible. (b) A committee of no more than five (5) members to include the current Chair, Chair Elect, Past Chair, retiring Directors and/or member representatives will nominate officers from the Board to replace vacancies. Officer nominees selected by the nominating committee will be presented to the Board for approval by majority vote. Report of such nominees shall be included in the notice of the Annual Meeting which must be delivered or made available to all members at least fourteen (14) days prior to the Annual Meeting in the manner described above. (b) Officers shall be elected by majority of those members present and voting at the Annual Meeting, by a voice vote if there is no contest or by a closed ballot, if there is a contest.

Section 10. SEATING OF NEW OFFICERS AND DIRECTORS – All newly elected members to the Board and new Officers shall be seated on the first day of the month following the annual meeting.

Section 11. VACANCY – Vacancies, by resignation or otherwise, in the position of Director, Officer or Ex-Officio may be filled promptly by a majority vote of the Board, after notice to all members of the Board has been provided by mail, e-mail or posting to the Chamber web site.

Section 12. ABSENCES – Recorded absence from two (2) regular meetings of the Board within any six (6) calendar months shall be construed as a resignation.

Section 13. DUTIES AND POWERS OF THE BOARD – The government of the Chamber, the direction of its work and the control of its property shall be vested in the Board. The Board shall have the power to adopt rules, regulations, and policies for conducting business of the Chamber. The Board shall report on the activities of the Chamber and its financial condition at the Annual Meeting of members. The Board shall have the ability to override or reverse any action of the Executive Committee or any Officer by majority vote.

The Board shall have the power in the name of the Chamber to sue and be sued, to buy, hold, sell, lease, or mortgage, both real and personal property, to incur debts, to borrow money giving security thereof as may be required, and to enter into contracts of any kind. The Board may authorize procurement of insurance to protect Directors, Officers and Chamber staff from liabilities arising out of or relating to their positions with the Chamber.

Section 14. EXTENT OF AUTHORITY – Except for executed contracts and purchases of insurance as described in Article V, Section 13, the general membership may overrule actions of the Board by affirmative vote of a majority of all members in good standing at an open meeting called at least two (2) weeks prior notice to all members specifically stating the purpose of such meeting.

Section 16. METHOD OF VOTING – The business of the Board or any membership meeting shall, unless otherwise specified in these Bylaws, be conducted by majority vote. Any Director eligible to vote may request voting by secret ballot at a Board meeting which shall be granted upon request. The Board, Executive Committee, Standing Committees, Special Committees and Subcommittees of the Board are authorized to meet and/or vote by any combination of electronic communication media and in-person meetings, so long as all members may participate in person or by electronic communication media.

#### ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. EXECUTIVE COMMITTEE – The Executive Committee of the Board shall be composed of the following volunteer Officers: Chair, Chair Elect, Past Chair, Treasurer and Secretary and such other offices as the Board shall determine. The President of the Chamber shall serve as a non-voting member of the Executive Committee. Any volunteer Officer may be removed with or without cause at any time by a majority vote of the entire Board.

Section 2. PAST CHAIR - The Past Chair is the former Chairman of the Board.

Section 3. CHAIR – The Chair shall: (a) preside at all meetings of the members and the Board; (b) appoint all committees subject to approval of the Board; (c) advise the Board and the membership regarding actions deemed likely by the Chair to increase the usefulness of the Chamber; such actions are subject to approval of the Board; and (d) conduct the duties of the Chair with honor and integrity. The Chair shall have the power to call meetings of any committee, the Board, or the general membership. The Chair may act as an official representative of the Chamber during his tenure of office or may designate others to do so in his absence. The Chair shall be eligible to serve no more than one (1) year consecutively. The Chair’s one (1) year term can be extended in the absence of a Chair Elect. The term extension must be approved by a majority vote of the Board. In the event that the Chair’s term extension is not approved, the Board shall elect a Chair by majority vote.

Section 4. CHAIR ELECT – The Chair Elect shall preside in the absence of the Chairman.

Section 5. SECRETARY – The Secretary shall: (a) keep minutes of the meetings of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws; and (c) perform all of the duties incident to the office of Secretary and other such duties as from time to time may be assigned by the Chair.

Section 6. TREASURER – The Treasurer shall: (a) have charge and custody of and shall oversee all funds and securities of the Chamber; (b) review and provide to the Board in such form as the Board may require monthly

financial reports received from the Chamber office; and (c) perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair.

Section 7.        **PRESIDENT** - Responsible for general management and coordination of all personnel and organizational activities. Directs all planning to carry out Chamber objectives and implement Chamber policies.

Section 7.        **MEETINGS** – The Executive Committee shall meet as called by the Chair or any member of the Executive Committee with at least two business days prior notice.

Section 8.        **DUTIES** – The Executive Committee shall act for and on behalf of the Board when it is not in session except in circumstances in which these Bylaws expressly require Board approval.

#### ARTICLE VII – CHAMBER EMPLOYEES

Section 1.        **PRESIDENT** - The Board may hire a full time executive/professional to serve as President in the performance of duties assigned by the Board. Responsible for general management and coordination of all organizational activities and personnel. Directs all planning to carry out Chamber objectives and implement Chamber policies. An annual review of performance and consideration of compensation will be made by the Board on an annual basis. The President may release news items and act as an official representative of the Chamber during his/her tenure of employment or may designate others to do so in his/her absence. The President shall be responsible for receipts, acceptance, disbursement and accounting of all funds up to \$2,000, thereafter a second signature from the Treasurer or Chairman must accompany any payable. The Treasurer shall have oversight of the President in these matters.

The Board shall determine the term, compensation, and other benefits for the services of the President for approval by a majority vote of the Board. By a majority vote of the Board, the Board may dismiss or terminate the President by giving either thirty (30) days' notice or one (1) month's salary.

Section 2.        **OTHER EMPLOYEES** - The President may hire such other employees for such duties and on such terms of employment and compensation as shall be deemed appropriate and within the approved budget.

#### ARTICLE VIII – COMMITTEES

Section 1.        **NUMBER, APPOINTMENT** – The number of committees shall be determined annually by the Board. Committee Chairs, after discussion with the Chairman of the Board and President, shall select members for service on such committees.

Section 2.        **COMMITTEE CHAIRS AND CO-CHAIRS** – It shall be the responsibility of each Committee Chair to give advance notice to the committee members of a committee meeting, to preside at all meetings of such committee, to outline such committee's programs for approval by the Board, and to make periodic reports to the Board. The Committee Co-Chair shall serve as the Committee Chair during the absence or unavailability of the Committee Chair. If there is no Co-Chair of a committee or the Co-Chair is unavailable to serve in the absence of the Committee Chair, the President or staff shall serve.

Section 3.        **AUTHORITY** – It shall be the function of the committees to conduct the business of the Chamber under the direction of the Board's Program of Work and approved budget. Any actions outside this scope are to be recommended to the Board for approval by majority vote.

Section 4.        **MEETINGS** – Meetings of the committees may be called at any time by the Committee Chair or the Chairman of the Board.

Section 5.        **DUTIES** – Committees will work in accordance with the objectives of the organization.

## ARTICLE IX – BUDGET AND FISCAL YEAR

Section 1. BUDGET – Prior to the beginning of each fiscal year, the President and Treasurer shall form a budget committee of at least three (3) members to review the expenses of the past year and prepare a budget of anticipated revenue and expenses, which shall be submitted via electronic communication or hard copy to the Board for revision and approval by majority vote before the end of the current fiscal year at a regularly scheduled Board meeting or special meeting.

Section 2. BUDGET/FINANCE/ACCOUNTING COMMITTEE – The BFA Committee shall be appointed by the Board before the end of the fiscal year. An audit of the books and accounts of the Chamber shall be conducted at the close of the year's business and report its findings to the Board by the end of the first quarter of the following year.

The accounts of the Chamber shall be reviewed annually by an independent certified public accountant and a 990 tax returned filed with the IRS.

Section 3. FUNDS – The President shall be responsible for receipts, acceptance, disbursement and accounting of all funds. The Treasurer shall have oversight of the President in these matters.

Section 4. FISCAL YEAR – The fiscal year shall conform to the calendar year.

## ARTICLE X – INDEMNIFICATION

Section 1. INDEMNIFICATION – The Chamber may, by resolution of the Board, indemnify Directors, Officers, employees and agents of the Chamber against all claims, liabilities, amounts paid in settlement, and defense costs and expenses, including reasonable attorneys' fees, incurred in connection with any claim, action, suit or proceeding arising out of or in connection with their being or having been a Director, Officer, employee or agent of the Chamber, except in relation to matters as to which such Director, Officer, employee or agent, or former Director, Officer, employee or agent shall be determined by final, non-appealable judgment to be liable for gross negligence or willful misconduct.

## ARTICLE XI – AMENDMENTS

Section 1. AMENDMENTS – Any proposed bylaws amendment(s) may be submitted to the Executive Committee and/or President by any member in good standing for consideration by the Board at its regular meeting or at a special meeting called pursuant to these bylaws. Amendment(s) must be approved by a majority vote of the Board, furnished or made available to the membership for at least fourteen (14) days, either in writing, by electronic communication media or posting to the Chamber website.

Section 2. COMMENTS – Should there be no comment or change to the proposed amendments by the membership, the amendment(s) will be adopted. Should there be comment(s) or suggested changes, those shall be reconsidered by the Board for further action.

## ARTICLE XII – DISSOLUTION

Section 1. DISSOLUTION – This Chamber shall use its funds only to accomplish the objectives and purposes specified in the bylaws and no part of said funds shall be distributed to the members of the Chamber; any funds or property remaining upon dissolution, shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization selected by the Board, but such organization must be a tax-exempt organization under the Internal Revenue Code.

Amended: October 12, 2005  
Amended: October 3, 2008  
Amended: December 13, 2011  
Amended: May 11, 2016