



BELLVILLE CHAMBER OF COMMERCE BYLAWS

APPROVED



JANUARY 14, 2016
BELLVILLE CHAMBER OF COMMERCE
742 W Main St. Bellville, Texas 77418

Bellville Chamber of Commerce Bylaws

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ARTICLE I – NAME, LOCATION, PURPOSE AND POWERS

Section 1 - Name

The name of this organization shall be the Bellville Chamber of Commerce hereinafter called “the Chamber”.

Section 2 - Location

The principal offices of the Chamber shall be in the City of Bellville, County of Austin, Texas.

Section 3 - Purpose

The Chamber shall develop, promote and perpetuate a positive and profitable business and civic climate in commerce and surrounding areas. All activities will be non-partisan and non-sectarian. Further, the Chamber shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”).

Section 4 - Scope of Activities

The Chamber may administer programs and services consistent with its mission and purpose by contract or agreement. The Chamber is a nonprofit corporation and shall have all of the powers, duties, authorities, and responsibilities as provided in the Texas Non-profit Corporation Law (as defined in the Business Code). These activities shall be carried out to the extent and in such manner that they further business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code.

Section 5 - Powers

The Chamber is a nonprofit corporation and, subject to any limitations set forth in the Certificate or these Bylaws, shall have all of the powers, duties, authorizations and responsibilities provided in the Business Code.

ARTICLE II – MEMBERSHIP

Membership shall be open to those individuals, professionals or business entities that support the mission of this Chamber. Each business that joins the Chamber will be considered one Membership. The privileges of Membership may be passed on to the individuals in the business

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(attendance to Chamber functions, discounts, etc), the owner, CEO, or ranking official of the company is considered to be the “owner” of the Membership. This is usually, but not always, the primary applicant. Only the “owner” of the Membership is allowed to vote, be a Director, or make changes to the Membership except as described below.

Section 1 – Classifications of Membership

There shall be Four (4) classifications of Membership as follows:

1. General Members – The General Members of this Chamber shall consist of those professionals or business entities that have been accepted as members of the Chamber and are in good standing. General Members shall be entitled to all privileged of Membership in the Chamber. All General Members shall be entitled to one (1) vote. General Members are further broken down by classifications for dues calculations as will be prescribed by the Membership Committee and approved by the entire Board
2. Trustee Members-Trustee Members shall be those professionals or business entities who wish to further the activities of the Chamber by being more financially involved. Trustee Members shall be entitled to the privileges as established from time to time by the Board. All Trustee Members shall be entitled to one (1) vote.
3. Honorary Members – Honorary Members shall be those individuals, professionals or business entities who have performed some distinguished public service and who are not business or trustee members of the Chamber. Elections to Membership as an Honorary Member are by action of the two-thirds (2/3) vote of Board only. Honorary Members shall be entitled to all of the privileges of the Chamber except voting and holding office and shall pay no Membership dues.
4. Associate Members – An Associate Member is a company that is owned by a General Member. Associate Members have one (1) vote but must not be from the same person as the General Member.

Section 2 – Membership Applications

Applications for Memberships in the form established by the Board of Directors (hereinafter referred to as the “Board”) from time to time shall be submitted to the Chamber. Upon acceptance to Membership, members agree to comply with the articles of incorporation, bylaws and other policies, rules and regulations of the Chamber.

Section 3 – Dues

Membership dues for all classifications of Membership except Honorary Members and the dates such dues are payable shall be established from time to time by the Board. Membership in Chamber shall be terminated for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause by the Board. Any increase in dues shall be approved by the Board.

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Section 4 – Payment via service or reimbursement

The Executive Director can propose to the Membership Committee Chair that a member be allowed to pay their Membership dues via services. The Membership Committee Chair can approve this action but must:

- 1) Report their actions to the Executive Committee via their Committee Report
- 2) Generate a memo specifying the exact nature of the transaction
- 3) The Member must be invoiced for the full amount, and the invoice must detail the compensation.
- 4) Both the invoice and memo will be held on file for three (3) years.

Section 5 – Expulsion of a Member

A Member shall be expelled from Membership by a majority vote of the Board for failure to comply with the Articles of Incorporation, Bylaws or other adopted policies, rules and regulations of the Chamber. Such Member shall be given reasonable notice of a meeting at which such expulsion will be considered and shall be given a hearing by the Board.

Section 6 - Proxies

The role of the Proxy is to represent the Member and to speak, vote and act in their place. These proxies must be formally declared in writing and will be considered to be “in action” until such time as the Member submits in writing that the Proxy is no longer acting on behalf of the Member. Only one (1) proxy can be designated per Membership. Proxies may represent their business on the Board. This is particularly practical when the business is large and the CEO is unable to serve on the Board but wishes to influence and support Chamber policies or when the organization is run by a Board. The proxy must run for the position clearly identified as a proxy. The proxy neither represents themselves nor has special rights except by extension of their assignment by the Member and only serves at the direction of the Member. The proxy can be replaced by the Member upon formal written notification to the Board. Resignation or removal of a proxy does not vacate the Member’s position on the Board, but the Member must replace the proxy in writing within 15 days. A formal letter from the Executive Committee to the Member will indicate that their proxy has either resigned or been removed and that a new proxy must be identified or the position will be vacated.

Section 7 – Associate Memberships

Anyone who is eligible to be a member of the Chamber and who has multiple business entities may apply for multiple Memberships under their various business names or may apply as one corporate member taking into account the entire works force involved. In the case of multiple Memberships, the owner, CEO, or ranking official will be considered the “main” member and all additional Memberships will be called “Associate Members”. Membership privileges only apply to the business or businesses that is/are enrolled as a Member. If an affiliated business is not

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enrolled as a Member, Membership privileges do not apply to that business. To be eligible for Associate Membership, each business must have a separate, CEO or Chairman level position. The owner can fill one (1) of these positions. Each Membership comes with one (1) vote, but that vote must be cast by the CEO/Chairman level employee or their proxy of each associated Membership. Only one (1) person from the overall associated Membership can be elected to the Board. However, a two-thirds (2/3) vote of the Board can allow more than one (1) Associate Member to be on the Board.

It is not the intention of the Associate Membership to allow any one person more than one vote or for a corporation to hold multiple positions on the Board.

ARTICLE III – MEETINGS

Section 1 – Membership Meetings

Regular meetings of the Membership of the Chamber shall be held monthly at least two (2) times a year, at a time and place designated by the Board of Directors. A notice shall be given to each member stating the time and place of each meeting. The Annual Banquet counts as one occurrence.

Special meetings of Members may be called by the President, Vice President or by a majority vote of the Board. Written notice stating the time, place and purpose of the special meeting shall be given or e-mailed to each Member not less than ten (10) nor more than sixty (60) days prior to the date of the meeting.

At any meeting where a vote of the Membership is to take place, any one of the named representatives on the Chamber's most current Membership list shall be able to cast the vote of the Member. Only proxies designated in writing can vote. Ten percent (10%) of the total voting members of the Chamber shall constitute a quorum for the transaction of business or conducting a vote. If a quorum is not present at any meetings of members, a majority of those present may adjourn the meeting.

Section 2 – Board Meetings

Regular meetings of the Board shall be held monthly at a time and place to be designated by the Board. A notice shall be given to each Board Member stating the time and place of each meeting. Absence from either three (3) consecutive regular Board meetings or four (4) regular Board meetings in any twelve (12) month period shall be considered by the Board as presentation of the director's resignation. The Board may accept this resignation without action or vote to postpone action until the next regular meeting. The Board will vote at each meeting to accept any reasons for absence. Unexcused absences can constitute grounds for removal subject to the above guidelines.

Section 3 – Open Board Meetings

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The Board shall hold open Board meetings. Notice stating the time and place of the meetings shall be posted on the Chamber's website not less than ten (10) nor more than sixty (60) days prior to the date of the meeting. The Board may vote at any time during an open Board meeting to hold an Executive Session closed to the general Membership, with a majority vote dictating the occurrence.

Section 4 – Executive Committee Meetings

Regular meetings of the Executive Committee shall be held prior to the regular meetings of the Board at a time and place to be designated by the President. Special meetings of the Executive Committee may be called by the President, the Vice President or any three (3) members of the Executive Committee. For a special meeting, at least twenty-four (24) hours' notice must be given via hand delivery, facsimile or e-mail with receipt notification.

Section 5 – Annual Meetings

The Annual Banquet may be designated as the Annual Meeting.

Section 6 – Special Meetings Requiring a Vote for Action

Special meetings of the Board may be called by the President, Vice President or any three (3) members of the Board. A notice within twenty-four (24) hours setting forth the purpose of the meeting shall be given via hand delivery, facsimile or e-mailed to each director. A quorum must exist for the vote to be called. These special meetings must have a roll taken, minutes, and proper parliamentary procedures must be adhered to.

Section 7 – Special Meetings not requiring Vote for Action

The Board is allowed to meet at any time where a vote does not intend to be called. A notice within twenty-four (24) hours setting forth the purpose of the meeting shall be given via phone call or e-mailed to each Director. No vote can be called at these meetings regardless of attendance or the presence of a quorum.

Section 8 – Quorum

A quorum necessary for the transaction of business of the Board shall not be less than forty percent (40%) of the entire sitting Board. A quorum necessary for the transaction of business of the Executive Committee shall be a majority of all of the Executive Committee members.

Section 9 – Action by Directors Without a Meeting

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Action required or permitted to be taken by the Board may be taken without a meeting if the action is taken by the Board pursuant to the rules set forth in Article IV, Section 8 – Quorum. The action must be evidenced by one or more written consents describing the action taken and signed by each Director or committee member. A consent signed under this section has the effect of a meeting and may be described as such in any document.

Section 10 – Committee Meetings

Committees will meet regularly, preferably once a month or as mandate warrants. The Chair of the committee can setup regular meetings but must announce the meeting. Written notice stating the time, place and purpose of the committee meeting shall be given or e-mailed to each committee member not less than five (5) nor more than sixty (60) days prior to the date of the meeting. The President and Executive Director must be included on all invites, but it is not required that they attend. The President or Executive Director may request a meeting be changed to allow their attendance but cannot mandate it.

Section 11 – Action by Chairperson at Committee Meetings

The Chairperson of a committee can call a vote and take action based on a majority vote within the mandate prescribed to that committee by the Board. All actions taken by the committee must be reported on by the Chairperson at the next regular meeting of the Board. The Board can overturn an action by a simple majority vote.

Section 12 – Waiver of Notice

Notice of a meeting of the Board need not be given to any Director who signs a Waiver of Notice either before or after the meeting. Attendance of a Director at a meeting shall constitute waiver of notice of such meeting and a waiver of any and all objections to the place of meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 13 – Voting by Email or other Electronic Methods

All voting must be done in person.

ARTICLE V – BOARD OF DIRECTORS

The business, property and affairs of the Chamber shall be managed by a Board. The Board shall be composed from twelve (12) to eighteen (18) persons who shall be Members in good standing of Chamber and meet the qualifications of the Board Commitment Agreement. Each Director shall hold office for the term for which he/she is elected. The Board shall be responsible for establishing policy, budgets, and the guidance of the affairs of Chamber.

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Section 1 – Term of Office

One-third of the Directors (considered to be four (4), five (5) or six (6) Directors depending on the total number of sitting Directors) shall be elected each year for a term of three (3) years. To be considered for election to a second term, the following conditions shall be met and will be considered by the nominating committee.

1. Compliance with Board attendance requirements as outlined in Article III, Section 2.
2. Conform to the requirements in the Board Commitment Agreement.
3. Any other conditions as determined from time to time by the Board.

No Director shall be eligible for election for more than two (2) consecutive full terms unless otherwise approved by a two-thirds (2/3) vote of the Board.

Section 2 – Vacancies

Vacancies in the Board may be filled by a majority vote of the remaining Directors within ninety (90) days from the date the vacancy occurred. Each person so elected to fill a vacancy shall remain a Director until he/she has completed the unexpired term.

Section 3 – Removal of a Director

Any Director may be removed when in violation of the terms of the Board Commitment Agreement or the best interests of Chamber will be served thereby. The call to vote on a Director's removal can only come from a majority vote of the Executive Committee. The Executive Committee will present their case to the Board for a vote. The member in question will be present to read the declaration and reasons for the vote, but will not be present for the vote. The results will be made immediately known to the individual. Their position on the Board is considered vacant upon an affirmative "yes" vote. No additional actions can be taken against the Director should a vote fail.

Removal of an officer or a vote of "no confidence" can be called at any meeting of by Board Member. A two-thirds (2/3) majority must be obtained.

Section 4 – Removal of a Standing Committee Chairman

Standing Committee Chairman are assigned by the President. Their approval and removal requires a simple majority of the Executive Committee.

Section 5 – Censure

The Board may take steps to indicate their disapproval of a Board Members actions through Official Censure if their actions were not deemed to warrant removal from the Board. The

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Censure should indicate specific violations, actions required by the Board to correct the deficiency, but can contain no punitive action. Censure procedures will be similar to procedures to remove a Board Member but will only require a simple majority of the Board.

ARTICLE VI – ELECTION

Section 1 – Board Elections

The nominating committee shall consist of five (5) members, including the Vice President who shall act as Chairman, will be appointed at the May Board Meeting. The committee will announce via email the positions that are vacant and those that are running for re-election. An incumbent cannot run for a second term if they do not meet the specifications of Article V, Section 1. The committee will solicit nominations via email by July 1st. This committee shall submit to the August Board Meeting, a slate of candidates that have been vetted by a procedure established by this committee, of not less than four (4) or more than eight (8) Directors to be elected. This slate of candidates will be voted upon by the Board with a simple majority to pass.

Any Member, in good standing, may nominate another Member, in good standing, for the Board by submitting the name under his/her signature together with endorsement of ten (10) other Members in good standing. The candidate should also approve his/her nomination by signing the written nomination indicating his/her willingness to serve. Such written nomination must be delivered to the Chamber office no later than thirty (30) days after the slate is announced to the general Membership on which date the nominations shall be considered closed.

A General Membership Meeting will be held in September where the slate shall be formally presented. Nominations shall be open from the floor. In the event of a nomination from the floor, the nominated candidate shall be vetted before being brought back to the floor. A nomination from the floor must be backed up by submission of the appropriate paperwork within 15 days of the meeting to the Chamber Office.

If no more nominations are forthcoming than the open positions that exist, the President shall declare the slate as presented by the nominating committee to be elected. If additional nominations are received, the President shall notify by hand delivery or e-mail to all Members entitled to vote, prior to October 15th, a ballot listing the names of all nominees in alphabetical order. Those nominees receiving the greatest number of ballots will be elected by a plurality vote. The results of the elections will be reported by the Board to the Chamber Membership by November 15th. The President shall introduce the new Board at the Annual Banquet.

Section 2 - Ballots

If a vote is required, the Chairman of the Nominating Committee will approve the ballot for elected Directors and supervise all administrative detail of the process. The President shall appoint a committee of three (3) Board members to tabulate votes. Tabulation shall occur prior

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to the regular November meeting of the Board with the results reported to the Board at that time by the Chairperson of the Nominating Committee. All votes cast in the election will be retained in the Chamber office for a period of three (3) years.

Section 3 – Board Election Timeline

May	Nominating Committee is formed
June	Submission of Formal Plan for Process to President
July	Solicitation Nominations
Aug	Submission of Slate to Board for Approval
Sept	All Membership Meeting to present slate
Oct	Announcement of Election of Slate or Submission of Ballots to Membership for vote
Nov	Announcement of new Board Members
Jan.	Swearing in of new Board

ARTICLE VII – OFFICERS

Section 1 - Number and Titles

The officers of the Chamber shall be a President, a Vice-President, a Treasurer, and a Secretary who are elected members of the Executive Committee. Each officer shall hold office for the term for which he/she is elected and until his/her successor shall have been duly elected and qualified unless such officer is removed, resigns or is unable to serve. The Board also may appoint such other officers, assistant officers and agents as the Board shall from time to time deem necessary, which shall exercise such powers and perform such activities as determined from time to time by the Board. The election or appointment of an officer shall not of itself create contract rights.

Section 2 - Election and Term of Office

The Board shall elect from the Chamber Board a President, a Vice-President, a Treasurer, and a Secretary as part of the regular business of the November meeting with the new officers to assume their duties on January 1 of the following year. Nominations for the position of President, Vice-President, Treasurer and Secretary shall come from the Board during the October meeting. The President, Vice-President, Treasurer and Secretary shall be elected by majority vote of the Board at the regular November meeting of the Board. The term of the President, Vice-President, Treasurer and Secretary shall be for one (1) year beginning January 1 of the following year. Officers can be reelected to their positions until they are no longer eligible.

Section 3 - Eligibility

Any Board member is eligible for office who meets the following requirements:

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- 1) Has been on the Board for at least one year
- 2) Has not been censured by the Board within the last year for violations of the terms of the Board Commitment Agreement
- 3) Meets the requirements of Article V, Section 1.

If there are no eligible nominees who volunteer for a vacancy, the President may designate a Board member to fill the position or may call for a vote to elect a Board member who volunteers who does not meet the requirements as “Pro Tempera” until a suitable Board member volunteers or is designated. A two-thirds (2/3) vote of the Board is required to elect an officer “Pro Tempera.”

Section 4 - Removal

Any officer may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the Board then in office at any regular meeting.

Section 5 - Vacancies

A vacancy in the office of the President shall be filled by the Vice-President. A vacancy in the office of Vice-President, Treasurer or Secretary may be filled by the Board. An officer elected to fill an unexpired term shall be elected for the unexpired term of such officer’s predecessor in office unless otherwise stated in these Bylaws.

Section 6 - President

The President of the Board shall be the chief elected officer of the Chamber. The President shall preside at all meetings of the Chamber and the Board. He/she is the presiding member of the Executive Committee. He/she shall appoint all Committee Chairs of the Chamber, and shall perform such duties as are incidental to the office and designated in these Bylaws and from time to time may be assigned to him/her by the Board.

Section 7 - Vice-President

The Vice-President shall assist the President in carrying out his/her duties. He/she is responsible to the President for the day to day operation of the Chamber and will work closely with the Executive Director on all issues. The Vice President is responsible to the President for all Committee operations, and will report to the President and Executive Committee on their compliance with Policy and Strategic Goals. The Vice President will function in the capacity of the President when the President is not available. If the President of the Chamber is unable to complete the term of office for which he/she was elected, the Vice-President shall automatically assume the office of President. The Board shall then elect a new Vice-President.

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Section 8 - Treasurer

The Treasurer shall be responsible for working with the Executive Director in creating a annual budget and reporting the financial condition of the Chamber to the Board at the regular monthly Board meeting. In addition, the Treasurer shall follow the rules outlined in ARTICLE XI of this document.

The Treasurer will also be the standing Chairperson for the Financial Committee.

Section 9 - Secretary

The Secretary shall be responsible for assisting with the preparation of the minutes of the Board meetings and Executive Committee meetings.

ARTICLE VIII – COMMITTEES

Section 1 – Executive Committee

The Executive Committee shall consist of the elected officers of the Chamber and one additional Board Member, all of whom shall have one (1) vote. The Executive Committee shall be responsible for the transaction of all necessary business of the Chamber between regular meetings of the Board. Any actions taken under this authority are to be reported to the Board for their review. One member of the Executive Committee shall be designated as Parliamentarian.

Section 2 – Finance Committee

The Finance Committee shall be responsible for the monitoring of funds throughout the year to ensure adequate funds being available to carry out the work of the Chamber of Commerce. The Finance Committee shall be responsible for the preparation of the proposed annual budget for adoption by the Board at its September Board meeting. The Finance Committee shall be composed of the Treasurer, who will act as chairperson, and two (2) Board members.

Section 3 – Nominating Committee

The Nominating Committee shall be elected by the Board annually in May. It shall be composed of five (5) members selected from the Board to present a slate to Directors for election by the general Membership. The Vice President shall serve as Chairman.

Section 4 – Member Relations Committee

The Membership Committee is responsible to the Board for matters dealing with Membership applications, retention, and recruitment. The Membership Committee will be comprised of a Chairperson and other Members as selected by the Chairperson.

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Section 5 – Personnel Committee

The personnel committee shall be composed of the President, Vice President, Treasurer and one additional member of the Board. The Treasurer will be the Chairperson. The committee shall also sit as a grievance committee should any personnel issue require such attention. The personnel committee will submit inputs for all annual employee reviews. In addition, the Personnel Committee will be responsible with the Executive Director for all hiring, termination, and manpower needs of the Chamber Office. Employee requirements, levels, job descriptions, and expectations will be set by this committee and executed by the Executive Director.

Section 6 – Market Day Committee

The Market Day Committee will be responsible for the policies and execution of the Market Day program.

Section 7 – Events Committee

The Events Committee will focus on planning and executing events sanctioned by the Board. Additionally, this committee will be the primary point of contact for the City of Bellville to find assistance in establishing and conducting new events. The committee will make recommendations to the Board of events that should be considered for inclusion in the sanctioned events. Sanctioned events will be financially and legally (insurance, name association, etc.) supported by the Chamber.

Section 8 – Bylaws and Policy Committee

The Bylaws and Policy Committee will be responsible for the generation and review of policies related to the workings of the Chamber. They will meet quarterly to discuss new policies needed and meet annually to review the current Bylaws

Section 9 – Member Advocacy Committee

The Member Advocacy Committee will focus on interacting with the Chamber's Membership to ensure their needs are met.

Section 10 – Community Relations Committee

The Community Relations Committee will focus on non-business related items such as charity engagements, city beatification, or programs designed to maintain good relations with the citizenry of Bellville.

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Section 11 – Business Development Committee

The Business Development Committee will be responsible to network with key City, County and State organizations in order to facilitate the accomplishment of goals identified by our Membership and the Board. These goals can be county, city or individual member related and should promote the City or Member's business needs. The committee will work to identify these needs by working directly with Members or city officials and holding routine outreach events to encourage feedback from the Chamber's Membership as a whole.

Section 12 – Advertising and Tourism Committee

The Advertising and Tourism Committee will focus on Strategic Communications and Advertising Plans for the Chamber. The Communications Plan will determine how we communicate with our Members, the City of Bellville, and Austin County. This includes all electronic and physical forms of communication including email, social media, and direct methods. The Advertising Plan will determine how the Chamber will best use its advertising budget in the most effective way providing our members with products that will help them promote their businesses. Additionally, this committee will work with City, County and State agencies to increase our tourism visibility.

Section 13 – All Other Committees

Committees may be appointed from time to time by the President, subject to the approval of the Board and shall perform such functions as may be assigned to them. Said committees shall continue to exist only as long as the need exists and shall report to the Chamber Board member assigned to supervise their activities.

Section 14 – Committee Membership

All Committees will be chaired by a Director appointed by the President and approved by simple majority vote of the Executive Committee. A Co-Chairman will be selected by the Chairperson and also must be a Director. Each committee must have a total of at least two (2) and no more than four (4) Directors as members (including officers). The Chairperson can recruit as many non-Board members, in or outside of the Chamber, as necessary to properly execute their charter. A full Membership roster must be submitted to the Executive Committee for review. The Executive Committee can vote to have the Chairperson remove a member of the committee if the Executive Committee deems that person is in violation of the Chamber policies or represents a conflict of interest.

Section 15 – General

By the month of September, the incoming President shall have appointed all Committee Chairmen for the coming fiscal year. All Committee Chairmen report to the Executive Committee. Committee meetings may be scheduled on a monthly basis. A brief and concise

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written report shall be prepared of the committee's activities and submitted to the President at least five (5) days prior to the monthly Board meeting. This report will be briefed at the monthly meeting.

Section 16 – Committee Responsibilities

All committees, including the Executive Committee, are responsible to the Board and all committees shall function as part of Chamber to further the aims of the Chamber. Other than the Executive Committee, no committee or committee member shall have the power to make or commit the Chamber in any manner or fashion whatsoever except that which is specifically in their charter. Their actions must be reported monthly to Board and maybe overturned by a simple majority.

Section 17 – Budgets and Annual Plans

Every committee will have a budget line item in the Annual Operating Budget. The Committee Chairman will submit a budget input to the Treasury by the 15 of October. The Committee Chairman are authorized to spend all funding allotted in the Annual Operating Budget. They may request additional funding by submitting a Budget Extension Request to the Board. Additionally, each Chair will submit their Annual plans by the November Board Meeting for the next fiscal year.

ARTICLE IX – STAFF

Section 1 – Executive Director

The Board shall be responsible for the employment process of the Executive Director upon recommendation of the President and the executive committee.

The Executive Director shall:

1. Be the chief executive officer of the Chamber, directly responsible to the Board.
2. Be the administrative head responsible for all staff personnel.
3. Be responsible to the Vice President for the efficient operation of the Chamber.
4. Represent the Chamber at conferences, meetings and conventions, either with Board members or as a sole representative.
5. Attend all Board meetings, regular or special call, without a vote, and shall provide the Board with a monthly report and recommendations.
6. Work closely with the President and the Executive Committee.
7. Be an ex-officio member of all committees.
8. Additional requirements as maybe determined by the Board and specifically indicated in the Executive Director's job description.

The Executive Director shall have authority to implement Chamber policy, as promulgated by the Board; and the Executive Director may execute contracts for the Chamber upon prior Board

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approval and ratification. He/she may execute contracts, co-signed by the Secretary for Chamber for budgeted items and within pre-established guidelines for any non-budgeted items.

At its discretion, the Board may delegate to the Executive Director of the Chamber, the usual duties of the Treasurer, namely reviewing books, acknowledging receipts and drawing up checks to the amount authorized by Board action.

If the position of Executive Director is vacant, the Board shall appoint an interim “acting Executive Director” to assume the above duties and authorities. This individual shall normally be the President and he/she shall serve without compensation until an Executive Director is hired or appointed. During such vacancy periods, the acting Executive Director may request and the Executive Committee may authorize the appointment of a paid assistant to oversee the day to day operational aspects of the Chamber and staff as outlined in the above duties of the Executive Director.

Section 2 - Removal of the Executive Director

Subject to requirements of applicable law and any contractual obligations of or restrictions on the Chamber, the Executive Director may be removed as follows:

- 1) with cause by the affirmative vote of not less than three (3) members of the Executive Committee, provided that the Executive Director shall have the right to appeal any such removal to the Board and such removal may be overturned only by the affirmative vote of three-quarters (3/4) of the Board then in office at any regular or special meeting of the Board; or
- 2) with or without cause, upon the recommendation of the Executive Committee, by the affirmative vote of three-quarters (3/4) of the Board then in office at any regular or special meeting of the Board.

Section 3 - Hiring and Firing Authority

The authority to hire and fire employee's rests with the Personnel Committee and will be executed by the Executive Director.

Section 4 – Staff Review

All staff shall receive two annual performance reviews and one salary review by the appropriate supervisor, with approval by the Executive Director. The Executive Director's reviews will be conducted by the President. Recommendations of the Personnel Committee will be incorporated in the evaluation. All reviews will be conducted in February and August.

Any salary adjustments will become effective January 1.

ARTICLE X – COMMITTEE RESOLUTIONS

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All committee resolutions to be presented to the Board for consideration shall be distributed to all Board members at least forty-eight (48) hours prior to the Board meeting at which it is to be considered. An emergency resolution may be considered but requires the majority approval of the members of the Board present.

ARTICLE XI – MARKET DAYS ON THE SQUARE

Market Days on the Square is a vital part of the Chamber. The ownership of this event will remain under the direct supervision of the Board and the Market Day Committee. The supervision of this event will not be outsourced beyond the purview of the Board. Outside contractors can be hired to assist in its administration, but that contractor will report directly to Board.

ARTICLE XII – BUDGET AND FISCAL POLICY

The Treasurer is responsible to submit a balanced budget to the Board by the 15 November Regular Chamber Meeting. The President may call a vote of approval or allow discussion and review until the December regular meeting. A budget must be approved before any monies can be released for the fiscal year. Adoption of the budget shall require a two-thirds (2/3) vote of all of the members of the Board. No monies will be spent that are not approved in the budget. Items less than \$300 (not to exceed \$1000 a year) can be approved by the Executive Committee with a clear source in the budget. All extra ordinary expenditures not authorized in the budget greater than \$300 must come before a vote of the Board. Committee Chairpersons are authorized to spend their approved budgets without additional voting of the Board.

Section 1 - Administration of Budget

The Executive Director shall administer all budgets under the direction of the Treasurer and the President.

Section 2 - Contracts

The Board may authorize any officer(s), employee(s) or agent(s) of the Chamber to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber, and such authority may be general or confined to specific instances.

Section 3 - Checks, Drafts, or Orders for Payment

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Chamber shall be signed by such officer(s) of the Chamber and in such manner as shall from time to time be determined by resolution of the Board. Two signatures are required on all checks drawn upon the primary Chamber operating account. Authorized signers shall include any member of the Executive Committee. It will be the regular practice of the

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Chamber for the Treasurer to sign all checks first and then one other authorized signer will counter sign. The Executive Committee can authorize one member of the Board to sign in his/her place until his/her return. In the event of vacancy of the Treasurer, the President will sign all checks as first signer.

The Chamber may from time to time establish special purpose operating accounts as a result of grants or other funding sources designated with specific uses. In these cases, the Chamber's President shall designate the signatory protocols for checks, drafts or orders for payment of money, with such protocols in accordance with the obligations and liabilities associated with the funding source(s).

Section 4 - Depository Banks and Investment Policies

The Executive Director shall recommend depository banks and investment policies for all Chamber funds to the Board for approval.

Section 5 - Audit Firm

The Board shall employ a certified public accountant to prepare a review of the Chamber books and accounts every three years. The Board may request an audit at any time it deems necessary. The accountant's finding shall be reported at the earliest possible meeting of the Board during the fiscal year. The Board will adopt any additional needed audit procedures. The auditor will report to the Treasurer or the Executive Director.

Section 6 - Fiscal Year

The fiscal year of the Chamber shall be the calendar year unless otherwise fixed by resolution of the Board.

ARTICLE XIII - BYLAWS AMENDMENT OR REPEAL OF BYLAWS

Section 1 - Procedure

The Policy Committee of the Chamber is responsible to review the Bylaws annually and submit changes, in whole, to the Board at the end of this review. These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the affirmative vote of two-thirds (2/3) of the

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Board then in office at any regular or special meeting of the Board, provided that any such amendment, repeal or new bylaws shall first be proposed to the Board at a prior regular or special meeting of the Board.

Section 2 - Prior Notification

No repeal, substitution, or amendment of these bylaws may be enacted by the Board without having notified the Membership in writing of the proposed change at least ten (10) days prior to the meeting at which the action will be considered.

ARTICLE XIV - GIFTS AND CONFLICTS OF INTEREST

Section 1 - Gifts

The Chamber may only accept a contribution, gift, bequest or devise to the Chamber and any officer of the Chamber may only accept or authorize the acceptance on behalf of the Chamber of any contribution, gift, bequest or devise to the Chamber, whether for the Chamber's general purposes or for any special purpose, upon approval by the Board.

Section 2 - Conflicts of Interests and Contracts or Agreements Involving Board Members or Officers

Subject to the limitations of this Section 14.2, members of the Board and officers of the Chamber shall comply with the Chamber's Conflict of Interest Policy as may be adopted by the Board from time to time. No contract or agreement otherwise permitted pursuant to such Conflict of Interest Policy may be entered into by and between the Chamber and any of the following: (a) a Board member, officer, committee member, or employee of the Chamber (hereinafter an "Insider"); or (b) any corporation, partnership, trust, sole proprietorship or any other entity (hereinafter an "Entity") in which an interest is owned or held, directly or indirectly, by or for the benefit of an Insider, unless (i) the transaction is approved in accordance with Section 22.230 of the Business Code as specified herein; and (ii) if one or more of the parties to the contract or transaction is a "disqualified person" with respect to the Chamber within the meaning of Section 4958 of the Internal Revenue Code, either (x) such transaction is reviewed and approved in accordance with the "rebuttable presumption of reasonableness safe harbor" provisions set forth in the Treasury regulations promulgated under Section 4958 of the Internal Revenue Code or (y) the Board or any committee thereof determines that such procedures are not necessary for the transaction involved and records its specific findings for making such determination. Section 22.230 of the Business Code requires that prior to consummating any contract, transaction or action taken on behalf of the Chamber involving any matter in which a Board member or officer is personally interested as a shareholder, director, officer trustee or beneficiary or advisor of a trust, or otherwise has a relationship, that contract transaction or action must be authorized and approved in good faith and with ordinary care by a vote of a majority of the Board in attendance

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at a meeting at which a quorum is present, without counting the vote(s) of any interested elected director(s), and only after the disinterested elected directors are provided with knowledge of the material facts concerning the contract or transaction and each interested elected director's or officer's relationship or interest in the transaction, and only if the entering into of such contract or transaction is not in violation of any provisions of the Certificate that prohibit the Chamber's use or application of its funds for private benefit. Any interested elected Director may be counted in determining the presence of a quorum at a meeting of the Board at which a contract or transaction described in this Section 14.2 is authorized, but the interested elected director and other interested Board member must leave the meeting during the discussion of, and the vote on, such contract or transaction. The minutes of any such meeting must include (a) the names of the interested elected directors or interested Board members who disclosed any possible direct or indirect interest, a description of the nature of the alleged interest or relationship and whether the Board determined a conflict of interest did in fact exist, (b) the names of the elected directors or Board members who were present for discussions relating to the proposed contract or transaction, the content of those discussions, including any alternatives to the proposed contract or transaction and a record of the vote by the elected directors, and (c) such other information as may be required by any Intermediate Sanctions Policy of the Chamber. Notwithstanding any provision contained in this Section 14.2, no contract, transaction or act would result in the loss of the Chamber's exemption from federal income tax. In no event, however, shall any person or entity dealing with the Board or the officers of the Chamber be obligated to inquire into the authority of the Board or the officers so authorized to enter into or consummate any contract or to take any other action on behalf of the Chamber.

ARTICLE XV - NOTICES

Section 1 - Manner of Giving Notice

Whenever, under the provisions of any law or these Bylaws, notice is required to be given to any Member, Board member or committee member of the Chamber, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by confirmed facsimile transmission, by electronic message or mail, or by U.S. mail, postage prepaid, addressed to such Member, member of the Board or committee member at such person's address as it appears on the records of the Chamber. Any notice given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Notice by electronic mail shall be deemed to be delivered when the electronic mail does not result in a "failed delivery notification" from the Internet Service Provider.

Section 2 - Waiver of Notice

Whenever any notice is required to be given to any Member, member of the Board or committee member of the Chamber under the provisions of any law or these Bylaws, a waiver thereof in

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writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI - MISCELLANEOUS

Section 1 - Compensation; Reimbursement of Expenses

The Chamber may pay compensation in a reasonable amount to its employees for services rendered and may reimburse its Board members, officers and employees for approved expenditures.

Section 2 - No Loans to Board Members, Officers or Employees

The Chamber shall make no loans to its Board members, officers or employees.

Section 3 - Gender Words

Gender words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 4 - Invalid Provisions

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 5 - Headings

The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

Section 6 - Posting of Bylaws

The Bylaws of the Chamber shall be posted on the Chamber's website, with easy access for viewing. If, at any time, these Bylaws are amended, the updated version of the Bylaws shall be posted within ten (10) days of the Board's approval of said revision.

ARTICLE XVII - WINDING UP AND TERMINATION

Any voluntary winding up of the Chamber under the Texas Non-profit Corporation Law must, in addition to the requirements set forth therein, be approved by the affirmative vote or two-thirds

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(2/3) of the Board then in office at each of three (3) consecutive regular Board meetings. In connection with any winding up of the Chamber, any funds remaining after all liabilities and expenses have been satisfied shall be distributed to one or more charitable, educational, scientific or philanthropic organizations selected by the Board that qualify as nonprofit, tax-exempt organizations under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code. No Board member or officer of the Chamber and no private individual will be entitled to share in the distribution of the assets in the event of winding up.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order, Newly Revised” as amended from time to time, shall be the parliamentary authority for all matters and procedures not specifically covered by the articles of incorporation and these bylaws.

Bylaws approved by Unanimous vote of Board on 14 January 2016