

The Hallettsville  
Chamber of Commerce

Bylaws

Revised

Nov. 13, 2014

Approved & Adopted

Nov. 20, 2014

## **ARTICLE I- NAME AND LOCATION**

The name of this organization shall be the Hallettsville Chamber of Commerce and Agriculture and the location of its principle office shall be Hallettsville, Lavaca County, Texas. The organization will hereafter be referred to as "The Chamber". The Chamber is organized as a non-profit organization as defined under section 501(c)(6) of the Internal Revenue Code and shall observe all local, state and federal laws which apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code.

## **ARTICLE II - OBJECTIVES AND PURPOSES**

### **Section 1. Mission Statement**

The purpose of this organization shall be to promote the general welfare of the Hallettsville community and promote the growth and development of Hallettsville.

## **ARTICLE III- MEMBERSHIP AND DUES**

### **Section 1. Types of Members.**

Members of the Chamber shall be classified as active members or honorary members.

(a) Active Membership –Active membership shall be conferred on and in the name of that firm, corporation, partnership, association, enterprise or individual accepted as a member as provided in this article.

(b) Honorary Membership - Honorary membership in the Chamber may be offered to individuals or entities as the Board of Directors may determine. Such honorary membership shall be without dues and without voting rights

### **Section 2. Eligibility**

Any reputable firm, corporation, partnership, association, enterprise or individual in sympathy with the purpose of the Chamber shall be eligible to apply for active membership.

### **Section 3. Method of Application**

Each applicant for membership shall make application in writing, stating corporate, firm or individual name and agreeing, if admitted, to conform to the Chamber's bylaws and the rules and regulations adopted from time to time by the Board of Directors. Membership dues must accompany any membership application.

### **Section 4. Membership Dues**

Minimum annual dues for active membership shall be established by the Board of Directors and shall be paid annually in advance. The current dues schedule will be disclosed on all new membership applications. At least a quorum of the Board of Directors must be present to approve a dues increase. Failure to pay dues within 30 days of anniversary month could result in termination of membership.

## Section 5. Representation-Right to Vote

Any active member may designate one or more of its active officers or executives for service on committees or in other Chamber activities, subject to appointment of the Executive Committee; and each such active member shall designate one of its active officers or employees to exercise for it the right of balloting on any questions at issue. All active members of the Chamber shall have one vote per membership.

# ARTICLE IV-BOARD OF DIRECTORS

## Section 1. Governance

The Governance of the Board of Directors shall be as follows:

- (a) The Chamber will be run, guided, and directed by a board elected annually by the membership, as hereinafter provided, for three-year terms. There shall be up to (15) fifteen elected directors from which president, vice president, secretary, and treasurer shall be elected. The past president serves as an additional director. All officers and directors shall live in the Hallettsville trade area and be an active Chamber member.
- (b) The board may elect to hire a salaried Executive Director who will run the daily operations of the organization and hire staff as budget resources allow and as approved by the board.

## Section 2. Authority

The government of the Chamber, the direction of its work, and the control of its property shall be vested in the Board of Directors. The Board may adopt such rules and regulations for conducting the business of the Chamber and for carrying on its work as may be consistent with these Bylaws, and shall authorize and define the powers and duties of all committees. Decisions on issues properly brought before the Board of Directors will be decided by a vote of those Board members present. As long as a legal quorum is present at the Board meetings, a majority vote of those present will decide issues brought before the Board of Directors.

## Section 3. Meetings

The Board shall meet at such place, date, and hour as may be fixed by the President, if the Board fails to so provide. The Board shall make available to the membership in writing if requested, an annual report of the Chamber.

## Section 4. Order of Business

The chair shall have the power to set the order in which business is conducted at his/her discretion.

## Section 5. Parliamentary Procedure

All questions on parliamentary procedure shall be decided according to Robert's Rules.

## Section 6. Quorum at Board Meetings

Five Board members in attendance shall be required for a quorum at any Board meeting.

## Section 7. Attendance at Board Meetings & Organization Affairs/Events

Failure to attend a minimum of eight regular Board meetings per year may result in the termination of the Board Member at the discretion of the Executive Committee. (2014)

Directors are expected to set up/attend/clean up at the Annual Chamber Banquet, work a minimum of 6 volunteer hours at the Kolache Fest and work a minimum of 2 volunteer hours at each of three additional Chamber events. Failure to comply with these terms may result in the termination of the Chamber Board Member at the discretion of the Executive Committee. (2014)

## Section 8. Vacancies

The Board of Directors shall have the power to fill all vacancies on the Board between the annual elections of Directors, and those appointed shall serve out the unexpired terms of the person they succeed subject to the approval of the majority of the directors of the organization.

## Section 9. Resignation

If a member of the board of directors wishes to resign, he/she should write a letter to the president as a matter of record or appear before the board in person stating his desire to resign.

## Section 10. Limitation of Tenure

The normal length of the term of office for Directors elected by the membership shall be three years. It will be the responsibility of the Board and officers to stagger the terms of the board members so there will be continuity and experience on the Board. The President shall encourage a healthy rotation of members on the Board in order to foster an environment of fresh, new ideas, and to encourage participation by new members. Board members shall be eligible to be re-elected to the Board upon completion of their three-year term.

## Section 11. Election of Board

### (a) Date of Election.

The annual election of the board and President will be held in December and all other officers shall be elected in January or as set by the board of directors. (2012)

### (b) Nominating Procedure

The Executive Committee shall appoint a nominating committee (made up of Directors only), subject to approval of the Board. The Nominating Committee shall give due consideration to an equitable distribution

Of its nominees among the different types of businesses and professions represented in the membership of the Chamber. The Nominating Committee shall prepare a list of qualified nominees, after first determining whether the nominees are willing and able to serve. This list shall be mailed (either by physical mail or electronic mail) to the voting membership. Membership may nominate any other individual or member who is eligible by filing in the Chamber office within one week from the date of such mailing.

(c) Ballots

The Board of Directors shall be elected by mailed ballots (sent either by physical or electronic mail) bearing names of all nominees as described above. One such ballot shall be mailed (physical or e-mail) to each voting member.

(d) Voting

All voting shall be by official ballot. No proxy voting shall be allowed. Ballots on which votes are cast for more than the number of Directors to be elected shall not be considered.

Section\_12. Nepotism Policy Claus

No Person may serve on the Board of Directors if an immediate family member as defined below is concurrently employed as a member of the staff of the chamber. For the purpose of this policy Immediate family is defined as a spouse, parent, children, grandparent, aunt, or uncle, of the Director or employee.

Any employee or director in their current position prior January 1, 2013 shall be grandfathered from the Nepotism policy clause stated above. However any grandfathered director shall not participate in the process of review of performance, retention, termination, promotion or salary of a family member and must abstain from voting on any manner regarding said individual.

## ARTICLE V - OFFICERS

Officers shall be elected annually and serve for a term of 12 months. The normal operating term for officers will be from January- December. Nominations for officers shall be made by secret ballot and officers will be elected by majority vote of the existing board of directors. board members are required to serve on the chamber board for one year before they can serve on the Executive Committee. (2011)

Section 1. President

The principle officer of the Chamber shall be the President, who shall preside at all the meetings of the Chamber and of the Board of Directors. The President shall preside at the annual meeting of the Chamber and at such other times as he deems proper, The President shall recommend or suggest to the membership and the Directors such actions as may tend to promote the prosperity of the community and increase the

usefulness of the Chamber. The President shall have general supervision of the business and affairs of the Chamber and shall assist in formulating and promoting the general program of the Chamber. The President shall be a member, and the chairman, of the Executive Committee. The President shall submit an annual report of the activities of the Chamber to the membership. The annual report shall contain a basic overview of the Chambers accomplishments for the year. He/She shall have authority to sign all contracts, notes, or other obligations of the Chamber and to execute deeds, mortgages or deed of trust, when so authorized by the Board of Directors. The Vice President, Secretary, Treasurer, or the Past President shall attest his signature on such documents.

#### Section 2. Vice President

The Vice President shall act in the absence or disability of the President, and shall also perform such other duties as may be delegated to him by the Board of Directors and the President.

#### Section 3. Treasurer

The Treasurer shall oversee the finances of the organization and shall oversee preparation of financial reports which are prepared monthly for the Board of Directors.

#### Section 4 Secretary

The Secretary shall be an elected member and shall perform such duties as may be prescribed or delegated by the Board of Directors. It shall be the duty of the Secretary to take the official minutes of the meetings of the full Board of Directors and any other meetings as delegated by the Board. The Secretary shall be charged with providing the Directors with a copy of such minutes. The Secretary may also, at the direction and discretion of the Board, make any other written record or correspondence as needed on behalf of the Chamber.

#### Section 5 Directors

The Board of Directors shall promote, consider and transact all business affairs of the organization, shall see that the Constitution and Bylaws are enforced, shall control and direct expenditures of the funds as may seem best to them, but shall never obligate indebtedness beyond its current year's income.

#### Section 6. Past President or Board Representative,

The Immediate Past President shall serve as a member of the Executive Committee for one year following their term as president regardless of their length of term as a board member. In the event that there is no past president or the past president is unable to serve, the board shall elect one member to serve on the Executive Committee as a Board Representative. (2011)

If the current President was elected for another term, the Board of directors will elect a "Representative at Large" to fill the vacancy of Past President for the 1 year term. (2012)

### **ARTICLE VI-CONTINUANCE OF TERMS OF OFFICE**

All Directors and Officers of the Chamber shall continue to hold their offices until their successors are elected and qualified, unless otherwise provided.

## Section 1. Executive Committee

The Executive Committee shall be composed of the President as Chairman, the Vice President, the Treasurer, Secretary, and the Immediate Past President / Board Representative and may also include the Executive Director. The Executive Committee may meet as appropriate. It shall be the function of the Executive Committee to act, when considered necessary, in an executive capacity between meetings of the Board of Directors, upon matters requiring immediate attention and in cases where it seems impracticable to have a special meeting of the Board of Directors. The Board may, from time to time, delegate such other powers and functions to the Executive Committee, as appropriate.

### (a) Appointment of Committees, Subcommittees, and other Action Groups

The Executive Committee shall appoint all committees, subcommittees and other action groups, subject to the approval of the board of directors.

### (b) Check Signing Procedures

All disbursements of Chamber funds shall be made by check or authorized electronic bank draft. All invoices shall first have the approval of the Executive Director, or highest ranking chamber staff member, before any check is written. Then, all checks must have two signatures by the elected officers of the Executive Committee. Then, all officers must initial that they have seen the approved invoice and check stub which was paid.

### (c) Personnel, Policies & Procedures

The Executive Committee will supervise the Executive Director when applicable, and any other staff not specifically designated as subordinate to the Executive Director when applicable, and will provide oversight and jurisdiction over any internal policies and procedures created to govern the office and general affairs of the chamber. Unless otherwise decided by the Executive Committee, the Executive Director by default, shall report directly to the President. In the absence of an Executive Director, any other chamber personnel or volunteer will report directly to the President, unless the Executive Committee has designated a substitute power of authority.

## Section 2. Auditing

The Executive Committee of the Chamber each year shall be responsible for an annual audit being made of the financial records and books of account of the Chamber, either by the committee or by a special auditor or auditors appointed by the committee with the approval of the Board of Directors.

## Section 3. Committee Appointments

The Executive Committee shall appoint all committees, subcommittees and other action groups subject to board approval. General membership may serve on committees.

## Section 4. Duties and Authority of Appointed Action Groups

All appointed action groups and committees shall report to the Board of Directors and all decisions shall be subject to the approval of the Board before becoming binding upon the Chamber, unless the Board shall have given plenary powers in advance. No appointed action group shall represent the Chamber in advocacy of, or in opposition to, any matter without the specific confirmation of the Board of Directors, or such confirmation as may be clearly granted under general powers delegated to such a group by the Board. After the annual budget has been approved by the Board of Directors, all committees and other action groups must operate within the approved budget allocated to them. No additional funds shall be spent by such groups without the prior approval of the Board of Directors. There will be no fund-raising projects for, or in the name of the Hallettsville Chamber of Commerce, without the approval of the Board of Directors.

#### Section 5. Budget Committee

The Executive Committee shall act as the Budget Committee. As soon as possible after the annual election of the President and officers, the Budget Committee shall compile a budget of estimated expenses and income for submission to the newly elected Board of Directors. This Budget Committee shall submit the budget it has approved to the new Board of Directors. As passed by the Board, with or without modification, this budget shall be the appropriation measure of the Chamber.

## **ARTICLE VIII-MEETINGS**

#### Section 1. Annual Chamber Banquet

The annual Chamber Banquet shall be held as early as practicable after the close of the fiscal year.

#### Section 2. Other Meetings

The Board of Directors may provide for holding meetings of the Chambers membership as may be considered necessary or desirable.

#### Section 3. Notice

Notice of annual meeting shall be mailed, (in writing if requested, or by electronic access, internet, and Chamber website).

#### Section 4. Quorum

At any general meeting of the membership it shall be at the discretion of the president or other officer presiding to determine whether or not a quorum is present.

## **ARTICLE IX-FISCAL YEAR**

The fiscal year of the Chamber shall extend from January 1 to December 31 inclusive.

## **ARTICLE X-REFERENDA**



Upon request in writing of the voting members the Board shall submit or upon its own initiative may submit, a question to the members of the Chamber for a referendum vote by mail (physical or electronic), the ballot for such vote to be accompanied by a brief, stating both sides of the question.

## **ARTICLE XI - DISBURSEMENT OF FUNDS**

All disbursements of the Chamber funds shall be made by check or authorized electronic bank draft, except small expenditures from petty cash. No appropriations or expenditures of money shall be made or authorized except by the Executive Committee or the Board of Directors. No Director, Officer, or employee of the Chamber, without authority, shall contract any obligation or incur any debt on behalf of the Chamber. Nothing in this Article shall require direct action by the Executive Committee or the Board of Directors to permit disbursements for routine and legitimate expenses under a previously approved program of work and budget of the Chamber for the current year. No appropriation of money or other property of the Chamber shall be made for any purpose other than to defray the routine or budget expenses.

## **ARTICLE XII - LOGO**

The Chamber may have a Logo of such design as the Directors may adopt.

## **ARTICLE XIII - AMENDMENTS**

Any proposed amendment of the bylaws may be submitted in writing at any meeting of the Board of Directors. It shall become a part of the bylaws only if approved by a simple majority of the directors present and voting at said meeting. The Board shall make available to the membership (in writing if requested, or by electronic access, internet, Chamber website) any amendments made to the bylaws.

## **ARTICLE IX - DISSOLUTION**

The Organization shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Organization. On dissolution of the Organization, any funds remaining shall be distributed to one or more regularly organized and charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

APPROVED BY THE BOARD OF DIRECTORS THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2012

\_\_\_\_\_  
(President)

\_\_\_\_\_  
(Attest)