THE HALLETTSVILLE CHAMBER OF COMMERCE & AGRICULTURE

BY-LAWS

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Table of Contents

Article I – Name and Location
Article II – Objectives and Purposes
Section 1. Mission Statement
Article III – Membership and Dues
Section 1. Type of Members
Section 2. Eligibility
Section 3. Method of Application
Section 4. Membership Dues
Section 5. Membership Responsibilities
Section 6. Representation – Right to Vote
Article IV – Board of Directors
Section 1. Governance
Section 2. Authority
Section 3. Meetings
Section 4. Parliamentary Procedure
Section 5. Quorum at Board Meetings
Section 6. Attendance at Board Meetings & Organization Affairs / Events
Section 7. Vacancies
Section 8. Resignation
Section 9. Limitation of Tenure
Section 10. Election of The Board
Section 11. Nepotism Policy Clause
Section 12. Recognition of Board Members
Article V – Officers of the Executive Board
Section 1. President
Section 2. Vice President
Section 3. Treasurer
Section 4. Secretary
Section 5. Past President or Board Representative
Article VI – Continuance of Terms of Office
Section 1. Executive Board
Section 2. Auditing
Section 3. Committee Appointments
Section 4. Duties and Authority of Appointed Committees
Section 5. Budget Committee
Article VII – Meetings
Section 1. Annual Chamber Banquet
Section 2. Other Meetings
Section 3. Quorum
Article VIII – Fiscal Year
Article IX – Referenda
Article X – Disbursement of Funds
Article XI – Logo
Article XII – Amendments
Article XIII – Dissolution

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 Service.

ARTICLE II – OBJECTIVES AND PURPOSES

Section 1. Mission Statement

The mission of the Hallettsville Chamber of Commerce & Agriculture is to be the primary marketing engine for the Hallettsville Community and to promote tourism, growth, and economic development.

ARTICLE III – MEMBERSHIP AND DUES

Section 1. Type of Members

Members of the Chamber shall be classified as Active Members. An 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.

Section 2. Eligibility

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

Section 3. Method of Application

Each applicant for membership shall submit an application in writing by paper or electronically through the Chamber website. Membership dues must accompany membership application. Upon approval of application, members agree to comply with the Chamber's by-laws, rules and regulations as adopted by the Board of Directors.

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 due increase. Failure to pay dues within 30 days of the Anniversary date could result in termination of membership.

Section 5. Membership Responsibilities

Members are encouraged to volunteer and be a part of events or committees sponsored by the Chamber. Any active member may designate one or more of its officers, executives, or employees to serve on committees or in other Chamber activities. The Board of Directors approves all committees.

Section 6. Representation – Right To Vote

All active members of the Chamber shall have one vote per membership. Each active member may designate one of its officers, executives, or employees to exercise the right of balloting on any questions at issue.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Governance

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

a) The Chamber will be guided and directed by a board elected annually by the active membership. The term of service is for two years. There shall be nine to thirteen (9-13) elected directors from which a president, vice president, secretary, and treasurer shall be elected as the Executive Board. The past president serves as an additional director on the Executive Board. All officers and directors shall live, work or be employed 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. The Chamber Board may elect to hire staff as budget resources allow.

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 the By-Laws 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.

The Board of Directors shall promote, consider, and transact all the business affairs of the organization and see that the Constitution and By-Laws are enforced. The Board of Directors 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 2.1 Electronic Voting

The Board of Directors of the Hallettsville Chamber of Commerce & Agriculture may conduct votes electronically to ensure transparency, accuracy, and compliance with the Chamber's bylaws. Electronic voting may be conducted via email ballots, secure online platforms, conference/video calls with roll-call, or electronic signature systems, provided each director receives the same information and votes securely. Quorum is achieved when a majority of voting directors participate, with non-responding directors considered absent. Each director has one vote, counted by the Secretary or a designated officer, and a motion passes with the required affirmative votes per the bylaws; abstentions are recorded but generally do not count toward the total votes cast. Verification requires authentication of votes and accurate recording by the Secretary. Electronic voting is not permitted for matters requiring in-person deliberation, confidential personnel matters,

or any action requiring a secret ballot or in-person meeting under the bylaws or state law. See Official Policy adopted September 17, 2025.

Section 3. Meetings

The Board shall meet once a month at a time and date as to be determined by the current board members.

The President and Executive Director have the discretion to set the order in which business is conducted at the Board of Director's monthly meeting. If an in-person meeting cannot take place, electronic communication may be used as an alternative.

Section 4. Parliamentary Procedure

All questions on parliamentary procedure shall be conducted according to Robert's Rules of Order.

Section 5. Quorum at Board Meetings

At least 5 Board members must be present for a quorum at any meeting.

Section 6. Attendance at Board Meetings & Organization Affairs / Events

Board of Directors are expected to:

1. Attend a minimum of 8 monthly Board of Directors meetings per year.
2. To set up, attend & clean up at the Annual Chamber Banquet held in January
3. Work a minimum of 8 hours the day of the Kolache Fest – additional hours may be necessary prior to Kolache Fest and following completion of the event
4. Work at a minimum of 3 Chamber events providing 4 or more hours of service, as needed

Hallettsville Chamber of Commerce events include, but not limited to:

Chamber Banquet
'42' Domino Tournament
Miss Hallettsville Scholarship Pageant
Kolache Fest
Wine Walk

Failure to comply with these terms may result in the termination of Board members at the discretion of the Executive Board. Any exception must be approved by the Executive Director and President.

Section 7. Vacancies

The Board of Directors shall have the power to fill all vacancies on the Board. Those appointed shall serve out the term of the person they succeed, subject to the approval of the majority of the Directors of the organization.

Section 8. 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/her desire to resign.

Section 9. Limitation of Tenure

The normal length of the term of office for Directors elected by the membership shall be two (2) 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 two-year term. (Revised 1/19/22-revised per vote at 11/18/21 meeting)

Section 10. Election of the Board

a) Date of Election –
   The annual election of the new Board members will be held in November, and President and all other officers shall be elected in December, or as set by the Board of Directors.

b) Nominating Procedure –
   Nominations for the election of the Board of Directors will be given due consideration to an equitable distribution among the types of businesses and professions in the membership of the Chamber. The Executive Director will prepare a list of qualified nominees, after first determining whether the nominees are willing and able to serve and current on membership dues. This list will be presented 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) Candidates must meet eligibility requirements, including residency or employment within the Hallettsville trade area and active Chamber membership. The Board may establish procedures for nominations and elections, creating a link to detailed processes without overloading the Bylaws.

d) Board Candidate Applications:
   All nominees for the Board of Directors must meet eligibility requirements as outlined in these Bylaws. The Board shall establish procedures for submitting and reviewing candidate applications, which will be maintained in the Chamber's Policy and Procedure manual.

e) Ballots –
   The Board of Directors shall be elected by ballots, sent either by physical or electronic mail, bearing names of all nominees as described above. One ballot will be mailed physically or electronically to each voting member.

f) Voting –
   All voting will be by official ballot. No proxy voting is allowed. Ballots on which are cast for more than the number of Directors to be elected shall not be considered.

Section 11. Nepotism Policy Clause

No person may serve on the Board of Directors if an immediate family member as currently employed on staff of the Chamber. For the purpose of this policy immediate family is defined as spouse, parent, child, grandparent, aunt or uncle, niece or nephew, or sibling of the Director or employee.

Section 12. Recognition of Board Members

A Board member who completes their two-year term will be recognized accordingly.

ARTICLE V – OFFICERS OF THE EXECUTIVE BOARD

Officers of the Board of Directors shall be elected annually and serve for a term of 12 months. The term for officers will be from January to December. Election of officers shall be made by secret ballot if a position is contested and elected by majority vote of the Board of Directors. Board members are required to serve on the Chamber Board for one year before they can serve on the Executive Board, or as determined by the Board of Directors.

Section 1. President

The principle officer of the Chamber shall be the President. The President will preside at all the meetings of the Chamber including the Board of Directors' monthly meeting, Executive Board meetings, the Annual Chamber of Commerce Banquet and at such other times as deemed proper. The President shall recommend or suggest to the membership and the Directors such actions that 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 Board. 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 Chamber's accomplishments for the year. He/She shall have the 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/her signature on such documents.

Section 2. Vice President

The Vice President shall be an elected member and shall perform such duties as may be prescribed or delegated by the Board of Directors or President. The Vice President shall act in the absence or disability of the President.

Section 3. Treasurer

The Treasurer shall be an elected member and shall perform such duties as may be prescribed or delegated by the Board of Directors or President. The Treasurer shall oversee the finances of the organization and shall oversee the 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 or President. It shall be the duty of the Secretary to review the minutes of the Executive Board meetings and if need be, the minutes of the Board of Directors monthly meeting.

Section 5. Past President or Board Representative

The immediate Past president shall serve as a member of the Executive Board for one year following their term as president regardless of their length of term as a Board member. In the event

there is no Past President, or the Past President is unable to serve, the Board shall elect one member to serve on the Executive Board as a Board Representative. If the current President was elected for another term, the Board will elect a Board Representative to fill the vacancy of Past President for the one-year term.

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.

Section 1. Executive Board

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

a) Appointment of Committees, Subcommittees, and other Action Groups –
   The Executive Board shall appoint all committees, subcommittees, and other action groups subject to the approval of the of the Board of Directors. General membership may serve on committees and subcommittees and action groups.

b) Check signing procedures –
   All disbursements of chamber funds shall be made by check or authorized electronic bank draft. All invoices shall be reviewed by the Executive Director, or highest-ranking staff member, to ensure that the amount falls within the budgeted funds before a check is written. If the invoice exceeds budgeted amounts for the period, it must be brought to the Board of Directors for approval before a check may be written. All checks must have two signatures of the Executive Board. Any requests for cash withdrawals for event, for petty cash, events, or other purposes, must also be signed, initialed, and/or approved by two Executive Board members prior to withdrawal.

c) Personnel Policies and Procedures –
   The Executive Board will supervise the Executive Director and any other staff not specifically designated as subordinate to the Executive Director when applicable and provide oversight and jurisdiction over any internal policies and procedures created to govern the general affairs of the Chamber. Unless otherwise decided by the Executive Board, the Executive Director, by default, shall report directly to the President. In the absence of the Executive Director any other Chamber personnel or volunteer will report directly to the President. The Executive Board may designate a substitute of power of authority.

Section 2. Auditing

The Executive Board shall be responsible for an annual audit of the financial records of the chamber. The audit is to be performed by the Executive Board or by a special auditor appointed by the Executive Board with the approval of the Board of Directors.

Section 3. Committee Appointments

The Executive Board 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 Committees

All appointed 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 committee shall represent the Chamber in advocacy of, or in the 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 must operate within the approved budget allocated to them. No additional funds shall be spent by such committees without the prior approval of the Board of Directors. There will be no fundraising projects for, or in the name of the Hallettsville Chamber of Commerce & Agriculture, without the approval of the Board of Directors.

Section 5. Budget Committee

The Executive Board 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. The 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 VII – MEETINGS

Section 1. Annual Chamber Banquet

The annual Chamber Banquet shall be held as early as possible after the close of the fiscal year. Notice of an annual meeting shall be mailed in writing or by electronic access, internet, and chamber website.

Section 2. Other Meetings

The Board of Directors may provide meetings for the Chambers' Membership as may be deemed necessary or desirable. Such notice to be mailed in writing or by electronic access, internet, and chamber website.

Section 3. 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 VIII – FISCAL YEAR

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

ARTICLE IX – 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 X – DISBURSEMENT OF FUNDS

All disbursements of 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 Board 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 Board 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 XI – LOGO

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

ARTICLE XII – AMENDMENTS

Any proposed amendment of the By-Laws may be submitted in writing at any meeting of the Board of Directors. It shall become a part of the By-Laws 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 By-Laws.

ARTICLE XIII – DISSOLUTION

The Hallettsville Chamber of Commerce & Agriculture shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, 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 16th DAY OF JANUARY 2024

Kim Manley

(President) (Attest)