

BYLAWS OF THE GREATER BOERNE AREA CHAMBER OF COMMERCE, INC.

A Texas Non-Profit Corporation

ARTICLE I

Introduction

1.1 Purpose

The GREATER BOERNE AREA CHAMBER OF COMMERCE, INC., a Texas Non-Profit Corporation (hereinafter referred to as "Corporation" or "Chamber") is organized to achieve the objectives of:

- 1.) Preserving the competitive enterprise system of business by:
 - a.) creating a better understanding and appreciation of the importance of business people and a concern for their business opportunities;
 - b.) educating the business community and representing them in city, county, state, and national legislative and political affairs; and
- 2.) Promoting business and community growth and development by:
 - a.) promoting economic programs designed to strengthen and expand the income potential of all businesses within the Greater Boerne Area;
 - b.) Promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community;

1.2 Principal Office and Registered Agent

The principal and registered office of the Corporation in the State of Texas shall be located in the City of Boerne, County of Kendall. The Corporation shall have and continuously maintain a registered agent whose address shall be the same as the principal office.

ARTICLE II

Membership

2.1 Classes of Members

The Corporation shall have members and the Corporation shall have the discretion to designate classes of members and set such requirements for participation in each class as the Corporation deems necessary.

2.2 Annual Dues

The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the Corporation by the members of the Corporation.

2.3 Default, Resignation and Termination of Membership

When any member shall be in default in the payment of dues for a period of ninety (90) days from the date which such dues become payable, their membership may be terminated. Any member may resign from the Chamber upon written request, but such resignation shall not relieve the member resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Corporation.

2.4 Transfer of Membership

Membership in the Corporation is not transferable or assignable.

2.5 Voting

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members of the Corporation. Any entity, firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of its membership by executing a proxy in favor of such individual.

2.6 Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors, current officers and directors, council and committee chairmen, committees and new members.

ARTICLE III

Meetings

3.1 Annual Meeting

An annual meeting of the members of the Corporation shall be held in November of each calendar year. At the annual meeting, the members may transact any business as may come before the meeting.

3.2 Special Meetings

Special meetings of the members of the Corporation may be called by the Chairman of the Board of the Corporation, the Board of Directors, or not less than thirty percent (30%) of the members of the Corporation having voting rights upon not less than three (3) days' notice. The notice of any special meeting shall state the time, place, and purpose of such meeting. No business, except the purpose stated in the notice of the meeting, shall be transacted at a special meeting.

3.3 Place of Meeting

The Board of Directors may designate any place within the greater Boerne area in which a meeting of the Corporation is to be held when called by the Board of Directors. If no designation is made, the place of the Meeting shall be the principal office of the Corporation in

the State of Texas. The Board of Directors may grant members the option to participate in a meeting by use of electronic means such as virtual meetings via the internet or by telephone upon the discretion of the Board of Directors.

3.4 Notice of Meetings

Written notice of all regular Meetings must be given at least ten (10) days before the date of such meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. Email notice shall be deemed sufficient notice if emailed to an authorized address provided by the member.

3.5 Quorum

The members of the Corporation holding ten percent (10%) of the votes that may be cast at any Meeting shall constitute a quorum at such Meeting. If a quorum is not present at any Meeting of members, a majority of the members present may adjourn the Meeting until the next Meeting is called.

ARTICLE IV

Board of Directors

4.1 General Powers

The affairs of the Corporation shall be governed by its Board of Directors, who shall develop and approve policies for the primary purposes of the Corporation defined in Section 1.1 hereof, but who shall have the express right to delegate the management of the affairs of the Corporation to an Executive Committee, constituted and having the powers as hereinafter provided for. The Board of Directors shall furthermore have the authority to hire and fire the President of the Corporation, unless the Corporation is a party to a contract with any such employee providing otherwise. The Board of Directors shall furthermore adopt a budget for the Corporation before the beginning of the next fiscal year.

4.2 Number, Tenure, and Qualifications

The number of directors of the Corporation shall be no less than twelve (12). A minimum of ten (10) directors shall be elected members. Two (2) or more positions shall be standing positions on the Board for the immediate past Chairman of the Board, if any, and the President of the Chamber. These non-elected directors serving on the Board of Directors in a standing position have no voting rights, but serve as liaisons to the Board of Directors. The term of office for directors to be elected by the members shall be three (3) years. Each director so elected shall hold office beginning with the first meeting of January for his/her respective term of office and until his/her successor shall have been elected. Directors shall be members in and remain in good standing of the Corporation throughout their term. Directors may serve two (2) consecutive three (3) year terms. Following one full year off the board, a board member may be considered to serve two (2) additional consecutive three (3) year terms, pending approval by the Board and a majority vote by the membership.

4.3 Selection and Election of Directors.

- A. **Nominations.** Recommendations for Director nominees may be submitted by the President and/or Board members. The Executive Committee shall serve as the Nominating Development Committee. After giving due consideration to such recommendations and such other persons as it may wish to consider, the committee will present a list of nominees of potential Directors to the Board members. Upon approval, nominees will be presented for a vote by the members.
- B. **Seating of New Directors.** Newly elected directors shall take office in January.

4.4 Advisory Director

Upon recommendation by the nominating committee, the Board may elect one or more Advisory Director(s) with the right to attend all Board of Directors meetings thereof, but with no power to make motions or to vote, and who shall not be counted in determining a Board of Directors quorum.

4.5 Removal

Any director may be removed with or without cause by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

4.6 Vacancies

A director appointed by the Board of Directors to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. Thereafter, any such appointed director may be considered by the Nominating Development Committee as a nominee to be submitted to the members for a vote to serve on the Board of Directors in accordance with Section 4.3.

4.7 Compensation

Directors shall not receive compensation.

4.8 Board of Directors Meetings

The Board will meet regularly (i.e., quarterly, every other month, monthly, etc), with the scheduled frequency and time determined by the Board Chairman. Any change to the frequency of regularly scheduled Board Meetings requires at least five business days' notice to Board members. Directors may be granted the option to participate in a meeting by use of electronic means such as virtual meetings via the internet or by telephone upon the discretion of the Chairman of the Board of Directors.

4.9 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or by 50% of the directors. The person or persons authorized to call special meetings of the Board of Directors may designate any place for holding any such meeting as long as it is within the City of Boerne and the meeting location is accessible to all Directors. The Directors may be granted the option to participate in a special meeting by use of electronic means such as virtual meetings via the internet or by telephone upon the discretion of the Chairman of the Board of Directors.

4.10 Notice

Notice of any special meeting of the Board of Directors shall be given within such time frame as the situation requires.

4.11 Quorum

A “Majority” pursuant to this Article 4 shall mean fifty one percent (51%) or more directors entitled to vote at any Board of Directors meeting. A majority of the Board of Directors shall constitute a quorum of the transaction of business at any duly noticed meeting of the Board of Directors; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.12 Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

4.13 Informal Action by Directors

Any action required by law or otherwise to be taken at a Board of Directors meeting may be taken without a meeting if all of the Directors of the Corporation execute a unanimous written consent in lieu of formally holding the Board of Directors meeting, and agree that the adoption of any resolutions thereof shall be valid and have the same force and effect as though such resolutions had been adopted by consent at a Board of Directors meeting. The unanimous written consent may be obtained through means of electronic media, including, but not limited to, electronic mail.

4.14 Indemnification

The Corporation hereby indemnifies each member of the Board of Directors and the staff employed by the Corporation, and each of their spouses, heirs, legal representatives and assigns, against claims, fees, expenses and liabilities reasonably incurred in connection with any action, suit or proceedings in which the member, director, or staff is involved or made a party by reason of being, or having been such, whether the individual is wholly successful on the merits or otherwise. The Corporation may indemnify staff, officers and directors notwithstanding an adjudication of negligence or misconduct if, in the judgment of the Board, the staff member, officer or director acted in good faith and reasonably believed that his/her conduct was in the best interests of the Corporation, and, in the case of any criminal proceedings, reasonably believed that his/her conduct was not unlawful. Such indemnification shall be limited to reasonable expenses only, and not judgments, fines, etc., where the action against the staff member, officer or director was by or in the right of the Corporation. The foregoing right of indemnification shall not be exclusive of the rights to which any officer, member or staff may be entitled as matter of law and shall include reimbursement of any amount and excess paid or incurred in settling any action, suit or proceedings when such settlement has been approved by the Board. Subject to Board approval, such reimbursement may be made as costs, including attorneys’ fees and associated expenses, are incurred.

ARTICLE V

Officers

5.1 Officers

The officers of the Corporation shall be elected members of the Board of Directors to consist of the Chairman of the Board (“COB”), the Chairman-Elect (“CE”), the Secretary and the Treasurer. The Board of Directors may elect such other officers, as it shall deem desirable, and such officers have the authority to perform the duties prescribed by these bylaws or, from time to time, by the Board of Directors.

5.2 Election and Term of Office

The officers of the Corporation shall be nominated by the incoming COB and approved annually by the Board of Directors prior to the January Board of Directors meeting when the incoming Executive Committee term commences. The newly elected officers will take office in January. Each officer shall hold office until his/her successor has been duly elected and have qualified. New offices may be created and filled at any meeting of the Board of Directors.

5.3 Duties of Officers

- A. Chairman of the Board.** The Chairman of the Board (“COB”) shall be the chief elected officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The COB shall preside at meetings of the Board of Directors and the Executive Committee; execute any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; propose chairmen and members of any council or committee of the Corporation to be approved by the Board of Directors; and, in general, the COB shall perform all duties incident to the office of Chairman of the Board and such other duties as may be prescribed by the Board of Directors from time to time.
- B. Chairman-Elect.** The Chairman-Elect (“CE”) shall perform such duties as delegated by the COB. In the absence of the COB or in the event of his inability or refusal to act, the CE shall perform the duties of the COB and when so acting, shall have all the powers of and be subject to all the restrictions upon the COB. The CE shall perform such other duties as from time to time may be assigned to him or her by the COB or the Board of Directors.
- C. Treasurer.** The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the COB or by the Board of Directors.
- D. Secretary.** The Secretary shall take the minutes of the annual and special meetings of the members and the meetings of the Board of Directors and such other duties as from time to time may be assigned by the COB or by the Board of Directors.

5.4 Executive Committee

The elected officers of the Corporation and any directors as may be appointed by the Board of Directors shall constitute the Executive Committee, which shall have and exercise the authority of the Board of Directors of the Corporation and who shall have the power and authority to implement and enforce the policies developed and approved by the Board of Directors. The Executive Committee shall be composed of four (4) officers and one (1) board member appointed by the COB. The President of the Chamber may serve as a non-voting member of the Executive Committee.

5.5 Tenure and Qualifications

The members of the Board of Directors appointed to the Executive Committee shall serve terms of office of one (1) year or until his/her successor has been appointed and qualified to serve. Any member of the Executive Committee may be removed with or without cause by the Board of Directors.

5.6 Meetings of the Executive Committee

The Executive Committee shall meet, from time to time, at the request of the COB of the Corporation or any three (3) members of the Executive Committee at the place designated by notice for the meeting. Notice of the meeting shall be in writing, and shall include an agenda for the meeting to be delivered by electronic transmission or delivered to members of the Executive Committee prior to the meeting.

5.7 Quorum

A meeting of three (3) voting members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, but if less than a quorum of the members of the Executive Committee are present at said meeting, a majority of the members of the Executive Committee present may adjourn the meeting from time to time without further notice.

5.8 Vacancies

Any vacancy occurring in the Executive Committee by the resignation, death or removal of a director shall be filled by the Board of Directors by nomination of the COB and approval of the Board of Directors. A member of the Executive Committee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

5.9 Compensation

Members of the Executive Committee shall not receive compensation.

5.10 Informal Action by the Executive Committee

Any acts required by law or otherwise to be taken at a meeting of the members of the Executive Committee may be taken without a meeting, if all members of the Executive Committee execute a unanimous written consent in lieu of formally holding a meeting of the Executive Committee, and agree that the adoption of any resolutions thereof shall be valid and have the same force and effect as though such resolutions had been adopted by consent at a meeting of the Executive Committee.

ARTICLE VI

Councils and Committees

6.1 Appointment and Authority

The COB, by and with the approval of the Board of Directors, shall appoint all councils and committees and council and committee chairmen. The COB may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the chamber. The COB shall, in conjunction with the President, evaluate each committee and its chairperson and shall, within six months of taking office, recommend confirmation of or nominate a replacement for each chairperson. Councils and committees will make investigations, conduct studies and hearings, make recommendations to the Board of Directors and carry on such activities as may be delegated to them by the Board. However, unless expressly permitted otherwise herein, no action, statement, position, or agreement by any member, committee, director, employee, officer, or chairperson is binding upon the Corporation unless approved or ratified by the Board of Directors.

6.2 Committees of Directors

The Board of Directors may designate and appoint one (1) or more committees, each of which shall consist of at least one (1) or more Directors, together with any number of members of the Corporation as designated and appointed by the Board of Directors. However, neither the Executive Committee nor any such other committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any director, officer or employee of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law. Each of the councils and committees of the Corporation may be assisted in its work by the staff of employees of the Corporation.

6.3 Standing Councils

The Corporation shall have standing councils. The Board of Directors shall furthermore appoint at least one director to serve as a liaison for each of these councils. The council chairmen shall from time to time, as requested, submit their proposed action plans and budgets for their respective council to the Board of Directors.

6.4 Removal

Any member may be removed with or without cause from a council or committee by a majority vote of the Board of Directors whenever in their judgment the best interest of the Corporation shall be served by such removal.

6.5 Good Standing

Each member of a council or committee shall be and shall remain a member in good standing of the Corporation throughout the member's term on the council or committee and may be removed from such council or committee if such member ceases to be a member in good standing of the Corporation.

6.6 Council Chairman

The chairman of a council shall serve at the pleasure of the Board of Directors.

6.7 Quorum

A majority of the whole council or committee shall constitute a quorum and the act of a majority of the members present at a council or committee meeting at which a quorum is present shall be the act of the council or committee.

6.8 Rules

Each council or committee may adopt rules for its own governance not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

6.9 Termination

A committee may be terminated and disbanded upon either: (i) completion of the committee's designated scope of work and acceptance of its final report by the President; or (ii) agreement of a majority of the Board of Directors.

ARTICLE VII

Executive Officers of the Corporation

7.1 President of the Chamber

The Board of Directors may hire a President of the Chamber who shall serve as Chief Executive Officer ("CEO") of the Chamber of Commerce under the governance and direction of the COB and the Board of Directors. The President of the Chamber shall act as an agent of and carry on the general affairs of the Corporation. The President of the Chamber shall be a member of the staff of the Corporation and shall not be a voting member of any council or committee. It shall be his or her duty to approve the expenditure of the monies appropriated by the Board of Directors in accordance with the budget approved by the Board of Directors. The President of the Chamber shall make an annual report and periodic reports to the Board of Directors concerning the programs of the Corporation. He or she shall comply with all orders from the Board of Directors. All chamber staff members, agents, and employees shall report and be responsible to the President of the Chamber. He or she shall perform such other duties as may be determined from time to time by the Board of Directors. The President of the Chamber shall serve on the Board of Directors and the Executive Committee as a non-voting member.

ARTICLE VIII

Finances

8.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

8.2 Checks and Drafts

All checks, drafts or orders that exceed the limits set by the Board contained in the corporate records for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed as set forth in the financial policies and procedures of the Corporation.

8.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Finance/Audit Committee of the Corporation may select. The President/CEO and Director of Operations should have input and make recommendations as deemed necessary

8.4 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, donation, gift, bequest, or devise for the primary purpose or for any special purpose of the Corporation.

8.5 Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on December 31st. The Board of Directors shall be authorized to change the fiscal year by resolution adopted by a majority of directors, and without amendment to these Bylaws.

8.6 Financial Records and Annual Reports

The Corporation shall maintain current and accurate financial records with complete entries as to each financial transaction of the Corporation, including income and expenditures, in accordance with generally accepted accounting principles. The Board of Directors of the Corporation, or a committee appointed by the Chairman and approved by the Board of Directors, shall annually prepare or approve a financial report for the Corporation for the preceding year. The report must conform to accounting standards as adopted by the American Institute of Certified Public Accountants. Further, the accounts of the Corporation may be subject to an outside review every two (2) years by a certified public accountant or as otherwise required by law.

8.7 Bonding

The President of the Chamber of Commerce and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for the Chamber.

ARTICLE IX

Books and Records

9.1 Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings or meetings of its members, Board of Directors, the Executive Committee, councils and committees having any of the authority of the Board of Directors, and shall keep such records at the registered or principal office giving the names and mailing addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney upon written demand stating the purpose of the demand for any proper purpose relevant to that demand at any reasonable time during regular business hours of the Corporation in accordance with Section 22.351 of the Texas Business Organizations Code. The member or member's agent making a demand for the inspection and/or copies of the books and records of the Corporation may be charged for reasonable expenses incurred regarding demand thereof. The Corporation shall be custodian of the corporate records and of the seal of the Corporation and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly required in accordance with the provisions of these Bylaws.

ARTICLE X

Liquidation and Dissolution

10.1 Procedure

In the event, the Corporation shall ever liquidate or dissolve, for any reason, the remaining assets of the Corporation or the proceeds from the sale of such assets, after payment, satisfaction or discharge of all then existing liabilities and obligations of the Corporation, shall, except as otherwise permitted by law, be distributed for one or more tax exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended, or corresponding section of any future federal tax code. The distribution of such assets or the proceeds thereof shall be accomplished as reasonably soon as practical, by the then duly qualified and acting officers of the Corporation, after the date of final liquidation or dissolution of the Corporation.

ARTICLE XI

11.1 Parliamentary Authority

The proceedings of all meetings of the Corporation shall be governed and conducted according to the latest edition of Roberts' Manual of Parliamentary Rules.

ARTICLE XII

Waiver of Notice

12.1 Waiver of Notice

Whenever any notices required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendments to Bylaws

13.1 Amendment or Repeal

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting of the Board of Directors, if at least a ten (10) day written notice to all Board Members is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

ARTICLE XIV

General Provisions

14.1 Conflicting Provisions

If any provision of these Bylaws conflicts with any provision of the laws of the State of Texas, such conflicting Bylaws provision shall be null and void, but all other provisions of these Bylaws shall remain in full force and effect. In the case of any conflict between the Articles of Incorporation of the Corporation and these Bylaws, the Articles of Incorporation shall control unless such inconsistency is subject to Section 22.103 of the Texas Business Organizations Code.

14.2 Severability

Invalidation of any provision of these Bylaws, by judgment or court order, shall in no way affect any other provision which shall remain in full force and effect. The effect of a general statement shall not be limited by the enumerations of specific matters similar to the general.

14.3 Governing Law

These Bylaws are governed by and shall be construed in accordance with the laws of the State of Texas and in the exclusive venue and jurisdiction of Kendall County, Texas, which is and shall be considered the place where all chamber business is conducted.

14.4 Waiver

No restriction, condition, obligation, or covenant in these Bylaws shall be deemed to have been abrogated or waived by reason of failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

14.5 Gender

Whenever reference is made in these Bylaws to the masculine gender, such reference shall also include the feminine gender.

CERTIFICATE

The foregoing BYLAWS contain amendments to the Bylaws, and consist of 13 pages. These BYLAWS were electronically APPROVED and ADOPTED by the Board of Directors of the Greater Boerne Area Chamber of Commerce, Inc., a Texas NON-PROFIT CORPORATION, on the 15th day of December, 2022.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of December, 2022.

Sonia Aguillon, Secretary