

BYLAWS OF THE ROUND TOP AREA CHAMBER OF COMMERCE

Article I

General

Section 1: Name

This organization is incorporated under the laws of the State of Texas and shall be known as the Round Top Area Chamber of Commerce, Incorporated, hereafter referred to as the Chamber.

The Round Top Area shall mean the Town of Round Top and nearby communities in Fayette, Austin, Lee, and Washington counties.

Section 2: Purpose

The Chamber, a 501 (c) (6) not for profit organization, is organized to promote our members and enhance our community, while maintaining the historical integrity of the Town of Round Top. The organization shall also engage in the research, development and promotion of tourism and other activities that provide economic and cultural benefit to the community and members.

The Chamber serves its individual members by promoting social and business contacts among persons engaged in commerce or service in the area and by collecting and distributing information of value to its members.

Section 3: Term

The term for which the Chamber exists is perpetual unless dissolved by the organization.

Section 4: Limitation of Methods

The Chamber shall observe all local, State and Federal laws and be nonprofit and nonpartisan.

Article II

Membership

Section 1: Eligibility

Any reputable person, business, business association, corporation, organization, or partnership having an interest in the purpose of the organization shall be eligible to join the organization as a member.

Section 2: Categories of Membership

The Chamber shall be composed of several categories of membership as outlined below:

- A. **Business & Professional:** These members shall enjoy all the rights and privileges of the Chamber, including the right to vote and hold office. A business member will be represented by the owner or a designated employee of the business. Employees of member firms shall be eligible to serve on committees, as officers and board members. Members with multiple locations may join additional locations as associate members. Voting privileges will not be extended to associate members.
- B. **Non-Profit:** These members shall enjoy all the rights and privileges of the Chamber, including the right to vote and hold office. A non-profit member will be represented by the designated employee or board member of the organization. Employees of member non-profits shall be eligible to serve on committees, as officers and board members. Members with multiple locations may join additional locations as associate members for the same benefits.
- C. **Individual Membership:** Promoting engagement with, and the support of the communities served, the Chamber offers an Individual Membership, at the current rate established by the Board for individual memberships. Associate members shall have no voting or procedural rights but may serve as committee members with voting privileges within said committees.
- D. **Additional Categories:** The Board of Directors may designate additional categories of membership to serve specific community and business needs.

Section 3: Duties of Members

Members of the Chamber to pursue the purposes of the organization and to assist in fulfilling the mission statement. Specifically, they are encouraged to participate in meetings, serve on committees, support social media efforts, and assist with member networking.

Section 4: Applications for Membership

Request for membership may be submitted in writing or by submitting the Chamber's online request form. The appropriate fee must be submitted prior to membership benefits beginning.

The Board of Directors reserves the right to deny membership to an applicant. Any applicant denied membership may request a meeting with the Board in order to understand the basis for the denial.

Article III

Annual Dues

Section 1: Dues

The Board of Directors shall set annual dues. For established members, dues shall be payable in advance, on an annual basis. For new members, the Chamber shall determine a payment schedule that is consistent with current Chamber administrative processes.

All membership-related fees are non-refundable.

Section 2: Non-Payment of Dues

Any established member not paying dues or other obligations within 90 days, notice of such obligation having been mailed or e-mailed to the member in a timely manner, shall forfeit his or her rights to membership inclusion in any promotional material and shall be dropped from the rolls.

Section 3: Cancellation of Membership

A. Resignation: Any Member may resign from the Chamber upon written or e-mail notification to the Chamber Director or Board of Directors.

B. Cancellation: Membership will be cancelled for nonpayment of annual dues within a time frame of 90 days total, unless otherwise extended.

C. Revocation: Any member may have their membership revoked by a majority vote of the Board of Directors, at a regularly scheduled meeting or a special called meeting thereof, for conduct unbecoming of a member or prejudicial to the purpose or objectives of the Chamber. Member may submit a written appeal within (30) thirty days of notification to the Board of Directors. Once received, the Board will review the appeal during the next regularly scheduled board meeting. During this time all member benefits will be suspended

Section 4: Reinstatement

A person whose membership has been terminated may reapply for membership six (6) months after their termination date.

Article IV

Meetings of the Chamber

Section 1: Regular Meetings

Business or social meetings of the Chamber shall be held, at a minimum, each quarter, as determined by the Board of Directors.

Section 2: Special Meetings

Special meetings of the Chamber may be called at any time by the president, or in his or her absence, by the president-elect; on written request by a majority of the Board of Directors; or on written request by ten (10) members of the Chamber. Ten (10) days notice of any special meeting must be given to the members and must state the purpose of the meeting.

Section 3: Annual Meeting

A full meeting of the Chamber shall be held annually, with the timing at the discretion of the Board of Directors.

Section 4: Quorum

There shall be no quorum required for meetings of the Chamber, except that there shall be more full members present than Board members.

Section 5: Order of Business

The president shall set the order of business.

Article V

Board of Directors

Section 1: Board of Directors

The Board of Directors shall consist of no more than nine (9) members and no less than seven (7) members and shall implement the policies of the Chamber and satisfy all other duties as required by law. The Board shall control the property of the Chamber, be responsible for its finances, and direct its affairs. The immediate past president shall be an ex-officio non-voting member for the one-year period following his or her presidency.

Section 2: Purpose of the Board

The governing and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and hire its Executive Director. The Board of Directors shall be committed to achieving and supporting the purposes of the Chamber by a variety of means and actions.

Section 3: Exercise of Corporate Powers

All corporate powers shall be exercised by or under the authority of the Board of Directors. Accountability for the business affairs of the corporation belong to the Board and shall be performed by the President under the guidance and direction of the Board.

Section 4: Composition and Term of Service

Three (3) members shall be elected to the board each year to serve for a period of three (3) years and to take the places of those retiring.

Section 5: Election to the Board of Directors

Board members shall be elected by a plurality of votes cast by full members of the Chamber. Ballots may be provided in print or electronic form. Vacancies occurring on the Board during the year shall be filled by a member selected by vote of the remaining members of the Board.

If a Chamber member is asked to join the Board to replace a Director who is unable to serve the full duration of their term, the new Director's term will expire at the same time as the Director they replaced. They are immediately eligible to run to serve another term.

Section 6: Eligibility

After a Director has served three (3) years, he/she shall be eligible to serve another three-year (3) term if nominated and re-elected, not to exceed two (2) consecutive terms. Filling an unexpired term will not count toward two (2) terms.

Section 7: Attendance

If a Director, unless excused by the President and or Chairperson, fails to attend three (3) consecutive regular meetings or misses a total of more than 40 percent of all regular scheduled meetings, he/she automatically vacates his/her office. At an upcoming regular meeting, a new Director shall be appointed by the Board, to fill the vacancy until the next election of Directors.

Section 8: Election of Directors

The Board of Director's will be elected during an election by the general membership every year. This election may be held during the annual meeting or may be held electronically.

Section 9: Call for Nominations

Every year the Chamber will put out an open call to the membership for potential directors to nominate themselves or another member and complete an application to serve on the Board of Directors. All nominations that are received will be submitted to the Board of Directors to approve a slate of candidates which will be presented to the membership.

Section 10: Confirmation of Nominees

The final slate of nominees will be sent to the membership for consideration and approval. All responses must be recorded digitally, verbally or in written communication and will be tallied to select the incoming Board of Directors.

Section 11: Election of Officers

Prior to every calendar year the Board of Directors, by a majority vote, shall appoint officers for the following year.

Section 12: Seating of New Directors & Officers

Directors shall be installed prior to the end of the calendar year, although voting privileges do not begin until commencement of their official term. The newly elected Board members shall be introduced to the membership at the first meeting following their appointments.

Article VI

Meetings of the Board of Directors

Section 1: Regular Meetings

Regular meetings of the Board shall be held at such time and place as may be designated by resolution of the Board. An agenda should be provided to each board member at least three (3) days before the meeting.

Section 2: Special Meetings

The president may call a special meeting of the Board at any time. Such a meeting must be called upon written request of five (5) members of the Board. At least three (3) days notice of such meeting and its purpose must be given to members of the Board by telephone. Notification by email is permitted four (4) days prior to the scheduled meeting with a 24-hour confirmation required. Telephone notice must be made if no confirmation is received.

Section 3: Quorum

Five (5) members shall constitute a quorum. Proxies shall not be counted in determining a quorum.

Section 4: Ex Officio Members

The Board shall have the power to appoint Ex-Officio members of the Board who, at the discretion of the Board, may or may not be members of the Chamber but represent organizations or entities who contribute to meeting the purpose of the Chamber. Ex-Officio members of the Board shall have a voice, but no vote, in meetings of the Board. They shall not attend executive sessions of the Board.

Section 5: Member Participation

Meeting of the Board of Directors are open to the public. All members of the Chamber are permitted to attend any meetings, except Executive Board meetings, and shall have the right of expressing their opinions upon all matters under discussion at the Chairperson's discretion.

Section 6: Proxy

Absent board members may vote on a specific issue by written proxy submitted to the secretary or president prior to the meeting.

Section 7: Order of Business

The president shall set the order of business.

Section 8: Virtual Meetings and Participation

The Chamber Board of Directors may choose to hold a meeting where all participants join by audio conference or another virtual platform. All normal meeting requirements (e.g., quorum) and processes will be utilized.

Individual Directors may participate in a meeting through use of conference telephone or virtual platforms, so long as members participating in such meeting have an opportunity to hear and speak with one another.

Section 9: Electronic Voting

The Board of Directors may be required to vote through digital or remote communications regarding urgent matters such as policy, budgets, personnel, finances, or any matter that would impede the process of or improve the productivity of the Chamber; whereas postponing until a regularly scheduled board meeting would have an adverse effect on its mission or organizational structure.

Section 10: Procedure

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber and the Texas Nonprofit Corporation Act.

Article VII

Officers

Section 1: Officers

No later than the December Board meeting, the Board shall elect a President, a Vice President, a Secretary, and a Treasurer. Ideally, the previous year's Vice President will assume the Presidency. Officers will be elected from members of the existing Board. All officers shall serve for a term of one (1) year, or until their successors assume the duties of office. All officers shall take office at the beginning of the new chamber year. Officers shall be voting members of the Board of Directors.

The immediate Past President is invited to serve as a director for one year following the completion of his/her term and shall be a voting member of the board.

Section 2: Duties of the President

1. Presiding Officer. The President shall preside over all meetings of the Chamber and the Board of Directors.
2. Appointing Committees. The President shall appoint all committee chairs of the Chamber and of the Board of Directors, with the approval of the Board, unless it is specifically provided or ordered otherwise in these Bylaws.
3. General Supervision. The President shall supervise all affairs of the Chamber and shall be the direct supervisor of the Chamber Executive Director.
4. Ex-Officio Member of Committees. The President shall be an ex-officio member of all committees.

Section 3: Duties of the Vice President

The Vice President shall preside over the meetings of the Chamber and Board of Directors in the absence of the President. In the absence of both officers, the Treasurer or Secretary may preside. The Vice President shall also perform general supervision in the absence of the President. The Vice President shall assume the office of President if that office becomes vacant.

Section 4: Duties of the Secretary

The Secretary shall keep a complete record of all proceedings, of attendance and absence at meetings, and of correspondence of the Board of Directors and shall send notice of meetings, as required. The Secretary shall maintain a copy of all minutes and correspondence in the office of the Chamber at all times. The Secretary shall perform other duties pertaining to the office of Secretary.

Section 5: Duties of the Treasurer

The Treasurer shall report on the books and accounts of the Chamber, submit a proposed budget before the start of each budget-year, perform other duties usually assigned to a Treasurer, and give bond, if required by the Board of Directors. The Treasurer or Chamber Executive Director shall make payments approved by the Board.

Article VIII

Committees

Section 1: Committees

The President will recommend the Committees and Task Forces appropriate to the organization's needs and subject to ratification by the Board.

Section 2: Committee Chairmen

All members of the organization may serve on any of the committees. Committee chairmen shall be full members of the Chamber. Individual community members may serve on committees and have full voting rights within the committee.

Section 3: Committee Duties

Committees shall be the working units of the Chamber, through which the organization shall implement and accomplish its program of work. Each committee shall maintain reasonable records of its meetings and project activities and report those directly to the President or their designee.

Section 4: Board of Director's Role

Every member of the Board of Directors should serve on and actively participate on at least one committee.

The Board President Chairperson shall be an ex-officio member of all committees

Section 5: Committee Limitations

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it has been approved or qualified by the Board of Directors. All financial transactions will originate from the Chamber offices and follow established fiscal policies of the said Chamber.

Section 6: Committee Meetings

A quorum is not required to host committee meetings. Committees do not take any official action and any official recommendation shall be made at a duly called meeting of the Board of Directors for consideration by the Board.

Article IX

Fiscal Obligations and Duties

Section 1: Fiscal Year

The fiscal year of the organization shall begin on the first day of January each year

Section 2: Budget

The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount. Such budget shall then be available to the general membership and referred to the Board of Directors for revision and approval no later than 30 days prior to the beginning of a new calendar year.

Section 3: Signature on Contracts and Formal Documents

Contracts and other documents shall be signed by the President of the Board or by the Chamber Executive Director, as determined by the Board. Checks shall be signed by two officers of the Board or by the Chamber Executive Director and one Board member, as determined by the Board.

Section 4: Deposits and Accounts

All funds of the Chamber, not otherwise employed, shall be deposited within one week of receipt in general or special accounts in the bank selected by the Board as the Chamber's financial institute.

Section 5: Acceptance of Gifts

The Board may accept on behalf of the Chamber any cash contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chamber. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by the Chamber would be consistent with, and further the purposes of, the Chamber.

Section 6: Creation of Debts and Obligations

No Chamber director, officer, employee, committee, member or other person or group shall create a debt, liability or obligation against the Chamber without being authorized by the Board of Directors or Executive Board.

Article X

Accountability

Section 1: Individual Director Commitment

Prior to joining the Board of Directors, each member will be asked to review and sign a simple Board of Directors' Accountability agreement. The agreement outlines the commitments the Director is asked to make as an effective member of the Board. Each year, existing Directors will be asked to review the accountability agreement as a reminder of their role.

Section 2: Right to Indemnification

Every person who is a director, officer, employee or other authorized agent of the Chamber shall be indemnified by the Chamber against all costs and expenses reasonably incurred in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her status with the Chamber, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of gross negligence, willful or intentional misconduct in the performance of his or her duty as such director or officer.

Section 3: Insurance

The Chamber shall purchase and maintain Directors Liability insurance on behalf of any person who is serving the Chamber in an official capacity.

Section 4: Books and Records

Correct books of account of the activities and transactions of the Chamber shall be kept at the office of the Chamber. These shall be a book that shall contain a copy of the Chamber's Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board.

Section 5: Audits & Inspections

Inspection of all records is available to Chamber members with a two (2) day notice. The Board of Directors may, at its discretion, contract with an independent certified public accountant (CPA) to inspect the financial records.

Section 6: Contracts Involving Board Directors or Officers

Any contracts, transactions, or actions taken on behalf of the Chamber involving a matter in which a director or officer is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Articles of Incorporation or these Bylaws that prohibit the Chamber's use or application of its funds for private benefit. No contract, transaction, or act shall be taken on behalf of the Chamber if such contract, transaction, or act would result in denial of the Chamber's exemption from Federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended.

Article XI

Amendments

Section 1: Amendments

The bylaws may be amended by a majority of members voting electronically, by mail, or at any regular or special meeting of the Chamber, provided that notice of such amendment(s) and copies thereof have been distributed at the regular meeting prior to that at which such amendment(s) are to be presented. Adopted amendments to the bylaws shall be binding on all members.

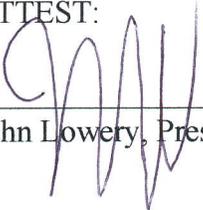
Article XII

Dissolution

Should the Chamber, for any reason, be dissolved and cease to exist as an organization, then and only under those circumstances, any and all monies in the treasury upon payment of all owing obligations, and all unencumbered assets and property, shall be transferred to such legitimate non-profit organization or organizations, as defined by Section 501(c)(6) of the Internal Revenue Service Code, as should be determined by the Board of Directors before dissolution, and shall not accrue to the benefit of any officer, director, member or group of members of the Chamber.

All other By-Laws now and previously in effect shall be null and void after the adoption of these By-Laws. These bylaws are effective as of **December 17, 2020**.

ATTEST:



John Lowery, President



Julie Wantland, Secretary

Revision History:

Previous?

August 2018 – Minor revisions concerning Board size, prorated payment of dues, membership revocation

November 2020 – Significant re-write to incorporate current, best practice by-law text, adding sections on Fiscal Management and Board Accountability.