

SEGUIN GUADALUPE COUNTY HISPANIC CHAMBER OF COMMERCE, INC.

BYLAWS

ARTICLE I

GENERAL INFORMATION

SECTION 1: NAME

This organization is incorporated under the laws of the State of Texas and shall be known as the Seguin and Guadalupe County Hispanic Chamber of Commerce, Incorporated

SECTION 2: PURPOSE

The Seguin and Guadalupe County Hispanic Chamber of Commerce is organized to achieve the objectives of:

A) Preserving the competitive enterprise system of business by:

Creating a better understanding and appreciation of the importance of small minority owned businesses and a concern for there issues; creating a more intelligent business and public opinion regarding city, county, state and national legislative and political affairs; preventing controversies which are detrimental to expansion and growth of small business and the community or adjusting them if they arise; and creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business.

B) Promoting business and community growth and development by; promoting economic programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

SECTION 3: AREA

The area to be served is the Seguin and Guadalupe County in the state of Texas.

SECTION 4: LIMITATION OF METHODS

The Chamber shall be nonprofit, nonpartisan and nonsectarian.

ARTICLE II

MEMBERSHIP

SECTION 1: ELIGIBILITY

Any persons, tradesman, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

SECTION 2: ELECTION

Applications for membership shall be in writing, on form provided for the purpose, and signed by the applicant. Applicants are accepted based become a member upon payment of the regularly schedule dues as provided in Article II, Section 3.

SECTION 3: DUES

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually, semi-annually or quarterly in advance. Operational costs shall be the primary factor in determining the rates for each year.

ARTICLE III

MEETINGS

SECTION 1: ANNUAL MEETING

The annual meeting of the corporation shall be held during January of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member three (3) days before said meeting.

SECTION 2: ADDITIONAL MEETINGS

General meetings of the chamber of commerce may be called by the Chairman at any time, or upon petition in writing of any ten members in good standing:

- A) Notice of special meetings shall be mailed or sent via electronically to each member at least five (5) days prior to such meeting.

B) Special board meetings may be called by the Chairman or by him upon written or electronic application of three (3) of the Board of Directors; notice, including the purpose of the meeting, shall be given to each director at least one (1) day prior to said meeting.

C) Committee meetings may be called at any time by the Chairman, respective Vice Chairman, or by it the committee chairman.

SECTION 3: QUORUMS

At any dully called General Meeting of the Chamber, one-third (1/3) of members shall constitute a quorum; a majority of the Directors present shall constitute a quorum or the Board of Directors; and at the Committee Meetings, a majority shall constitute a quorum, except when a Committee consists of more than (9) members, five (5) shall constitute a quorum.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1: COMPOSITION OF THE BOARD

The Board of Directors shall be composed of twelve (12) members; and shall be elected to serve for three (3) years, or until their successors are elected and have qualified. A prospective nominee for director and all directors must be a member in good standing one year prior to being nominated or serving on the board of directors. The government 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 direct its affairs.

SECTION 2: SELECTION AND ELECTION OF DIRECTORS

A) Nominating Committee. At the regular August Board meeting, the Chairman shall appoint a Nominating Committee of five (5) members of the Chamber; the Chairman shall designate a Chairman for the Nominating Committee. Prior to September 15th, the Nominating Committee shall present to the Chamber Staff

a slate of candidates to serve three-year terms, to replace the Directors are leaving the board; each candidate must be an active member in good standing for the period of one year and must have agreed to accept the responsibilities of a directorship.

- B) Publicity of Nomination. Upon receipt of the report of the Nominating Committee, the Chamber Staff shall notify the membership by mail, of the names of the persons nominated as candidates for directors, and the right to petition.

- C) Nominations by Petition. Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the Chamber. Such petition shall be filed by the Chairman of the Nominating Committee within ten (10) days after notice has been given of the names nominated. The determination of the Nominating Committee as to the legality of the petitions shall be final.

- D) Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of four (4) candidates shall be declared elected, by acclamation, by the Board of Directors at their regular October Board meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for four (4). identification shall be made on the ballot to identify those candidates nominated by the Nominating Committee. The chamber staff shall mail this ballot to all active members at least 15 days before the regular October Board Meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten days. The Board of Directors shall at their regular October Board Meeting declare the four (4) candidates with the greatest number of votes, elected.

SECTION 3: SEATING OF NEWLY INSTALLED DIRECTORS

All newly elected Board members shall be installed seated at the regular November meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the first January Board Meeting.

SECTION 4: VACANCIES

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be terminated from board service, unless confined by illness or otherwise decreed by a majority vote of those voting at any meeting thereof. Excused absences by calling or written communication will not be counted, unless excessive in nature. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

SECTION 5: POLICY

The Board of Directors is responsible for formulating the policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

SECTION 6: MANAGEMENT

The Board of Directors shall employ or appoint on a voluntary basis Chamber Staff and shall fix salary and other considerations of employment.

ARTICLE V

OFFICERS

SECTION 1: DETERMINATION OF OFFICERS

The Board of Directors, new and retiring Directors, at its regular November meeting shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate Officers each year on a Single Slate Nomination. At this meeting the Board shall elect the Chairman, Chairman-elect, a Vice Chair, to conduct the activities of the organization. It will also select a Treasurer and Secretary. Officers will be elected from members of the new Board. The Executive Committee shall serve for a term of one (1) year, not exceed more than two consecutive terms or until others assume the duties of office. All Executive Committee members will be voting members of the Board of Directors.

SECTION 2: DUTIES OF OFFICERS

- A) **CHAIRMAN**: The Chairman shall serve as the executive head of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chairman shall, with the advice and counsel of the chamber staff and Executive Committee, will determine all committees, select all chairmanships; assist in the selection of committee personnel, subject to approval of the Board of Directors.
- B) **CHAIRMAN-ELECT**: The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman. The Chairman-Elect shall also serve as Chairman of the Ways and Means standing Committee. As such, this committee will be responsible for determining methods and resources available to accomplish fundraising in order to meet expenses of the chamber and its programs. Others duties may be assigned by the Chairman as well as the Executive Committee. The Chairman-Elect will also have under their immediate jurisdiction all committees pertaining to their general duties. The Chairman-Elect shall become the Chairman at the end of that year.
- C) **VICE CHAIRMAN**: The duties of the Vice Chairman shall be the Membership and Member Programs standing committee defined membership recruitment and programs that benefit and educate chamber members. Other duties may be assigned by the Chairman and Executive Committee. The Vice Chairman will also have under their immediate jurisdiction all committees pertaining to their general duties.
- D) **TREASURER**: The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to checks signed by the Treasurer and t Chairman. The Treasure shall also be Chair of the Finance Committee, responsible for presenting a yearly budget and audit of the chamber financials at the October board meeting. Financial Statements will all be presented to the Board of Directors on a quarterly basis. These statements will be made available to

the membership. The Treasurer shall present a monthly report to be made to the Board on the status of the financial standing of the chamber's expenses and income.

E) SECRETARY: The Secretary shall be the Chief Administrative Executive Officer. The Secretary of the Board will prepare notices and minutes of meetings of the Board. The Secretary will be the Chair of the Correspondence and Public Relations Standing Committee. This committee will be responsible for all correspondence and publicity related to the chamber and its events.

F) THE PRESIDENT OF THE CHAMBER shall serve as advisor to the Chairman and Board of Directors the President shall assemble information and data and prepared special reports as directed by the Executive Committee and their respective standing committee chairs; with assistance and direction of the Executive Committee, the President shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors. The President shall be a non-voting member of the Board of Directors and all committees. The President shall be responsible for hiring, discharging, directing, and supervising all employees. With the cooperation of the Ways and Means and Finance Committees, the President shall be prepare an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors' he shall also be responsible for all expenditures within the approved budget allocation. The President serves at the will of the Board of Directors and is subject to other duties as assigned by the Chairman of the Board. If this position is a paid chamber employee, there will be a job description of further specific duties. The President of the Chamber will also receive an evaluation of their performance by the Board of Directors NO LATER THAN the September monthly board meeting.

SECTION 3: EXECUTIVE COMMITTEE

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. The Executive Committee shall be composed of the Chairman, **past Chairman**, Chairman-Elect,

Vice Chairman, Secretary and Treasurer; the Chairman of the Board of Directors will server as chairperson of the committee.

ARTICLE VI

COMMITTEES AND DIVISIONS

SECTION 1: APPOINTMENT AND AUTHORITY

The Chairman, by and the approval of the Board of Directors, shall appoint all further required committees and committee chairpersons; the Chairman may appoint such ad hoc committees and their chairman as he deems necessary to carry out programs of the Chamber.

SECTION 2: LIMITATION OF AUTHORITY

No action by any member, committee, division, employee, Director, or officer be binding upon or constitute expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the Chairman when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

SECTION 3: TESTIMONY

Once the committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or, in his absence, whom he designates from the committee as being familiar enough with the issue to give testimony to, and make presentation before, civic and governmental agencies, rather members of the staff who may be in attendance.

SECTION 4: DIVISIONS

The Board of Directors may create such divisions, bureaus, departments, or councils as it is deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and, duties of all divisions, bureaus, departments, and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments or councils. No action or resolution of any kind shall be taken by divisions, bureaus, departments or councils having bearing upon or expressive of the Chamber unless approved by the Board of Directors.

ARTICLE VII

FINANCES

SECTION 1: FUNDS

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current **year** Budget will be placed in a reserve account.

SECTION 2: DISBURSEMENTS

Upon approval of the budget, the President is authorized to make disbursements **an accounts and expenses** provided for in the budget without additional approval of the Board of Directors; all disbursements shall be by check and will be reported monthly by the Treasurer.

SECTION 3: FISCAL YEAR

The Fiscal of the Chamber shall close on December 31st.

SECTION 4: BUDGET

A yearly budget will be accomplished by the Finance Committee at the October board meeting. Within forty-five (45) days after the election of the new Board of Directors and Officers, The Executive Committee shall review a budget for the coming year and submit it to the Board of Directors for approval.

SECTION 5: ANNUAL AUDIT

The accounts of the Chamber of Commerce shall be audited annually as of close of business on December 31st by a public accountant. The out going and incoming Treasurer will present a findings of this audit to the Board of Directors at their Annual Meeting in January. The audit shall at all times be available to members of the organization within the offices of the Chamber.

ARTICLE VIII

DISSOLUTION

SECTION 1: PROCEDURE

The Chamber 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 chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or regulatory organized and qualified charitable, educational, scientific, or philanthropic

organization(s) located in Guadalupe County to be selected by the Board of Directors.

ARTICLE IX

PARLIAMENTARY

SECTION 1: PARLIAMENTARY AUTHORITY

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. A current copy of Roberts Rules of Order will be located in the chamber board room.

ARTICLE X

AMENDMENTS

SECTION 1: REVISIONS

These Bylaws may be amended or altered by two-thirds (2/3) vote of the Board of Directors or by a majority of the members at any regular or special meeting; providing notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days before the meeting at which they are to be acted upon.