

**WASHINGTON
COUNTY
CHAMBER OF
COMMERCE
BY-LAWS**

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Table of Contents

<i>Article I</i>	3
General	3
Purposes.....	3
<i>Article II</i>	3
Membership.....	3
Eligibility	3
Classifications.....	3
Election.....	4
Dues	4
Termination	4
Voting	4
Exercise of Privileges (assignment of membership and any limitations).....	4
<i>Article III</i>	5
Meetings.....	5
Annual Meeting.....	5
Regular Board Meetings	5
Additional Meetings (general membership, Board, and committee meetings)	5
Quorums	5
Notices, Agendas, and Minutes	5
<i>Article IV</i>	6
Board of Directors	6
Composition of the Board	6
Selection and Election of Directors	6
Vacancies	7
Policy (statements of position on issues)	7
Management	8
Indemnification	8
<i>Article V</i>	8
Executive Committee.....	8
Determination of the Executive Committee.....	8
Duties of Executive Committee Members and Officers	9
<i>Article VI</i>	10
Committees.....	10
Appointment and Authority.....	10
Limitation of Authority.....	10

<i>Article VII</i>	11
Finances	11
Funds.....	11
Disbursements.....	11
Fiscal Year.....	11
Budget	11
Audit	11
<i>Article VII</i>	12
Dissolution	12
Procedure	12
<i>Article IX</i>	12
Parliamentary Authority	12
<i>Article X</i>	12
Amendments	12
Revisions	12

Article I

General

This organization is incorporated under the laws of the state of Texas and shall be known as the Washington County Chamber of Commerce, Incorporated here after referred to as “the Chamber”.

Purposes

The Washington County Chamber of Commerce is organized to achieve these objectives:

- (1) preserving the competitive enterprise system of business by creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and representing it in city, county, state, and national legislative and political affairs; preventing or addressing controversies if they are detrimental to the expansion and growth of business in the community; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business.
- (2) Fostering business and community growth and development through economic programs designed to strengthen and expand the income potential of all businesses in the trade area; promoting programs of a civic, social, and cultural nature that are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses that prevent the advancement of business expansion and community growth.

Article II

Membership

Eligibility

Any person, association, corporation, partnership, or entity having an interest in the objectives of the organization shall be eligible for membership.

Classifications

The Board may establish classifications of membership which shall be set out in the Administrative Policies.

Election

Applications for membership shall be in writing on forms provided for that purpose, election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Article II and upon ratification by the Board.

Dues

Membership dues shall be at such rates, schedule, or formula as may be from time to time prescribed by the Board of Directors, payable in advance as outlined in the Chambers Administrative Policy's.

Termination

Resignation: Any member may resign from the Chamber upon written request to the Chamber.

Delinquency: As outlined in admin policy: thirty (30) days following the first billing invoice, a second (2nd) invoice is mailed. After sixty (60) days a third (3rd) notice is sent. After ninety (90) days, a fourth (4th) notice is mailed stating that the member is currently “suspended” and has ten (10) days to pay their membership, otherwise they will be made “inactive” as a current member. If the member sends their back dues they shall be reinstated.

Expulsion: Any member may be expelled by a two-thirds (2/3) vote of the Board, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the Chamber, after notice and opportunity for a hearing are afforded, the member complained against.

Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

In any proceeding in which an election or By-Law amendment is being voted on. The President, Chairman and one (1) Board member will receive and tabulate the votes.

Exercise of Privileges (assignment of membership and any limitations)

Any firm, association, corporation, partnership, or entity membership may nominate individuals whom the holder desires to exercise the benefits covered by its membership and shall have the right to change its nomination upon written notice.

Article III

Meetings

Annual Meeting

The annual meeting of the Chamber, in compliance with state law, shall be held each year. The time and place shall be fixed by the Board of Directors and notice shall be sent to each member at least ten (10) days before said meeting. The annual banquet shall serve as this meeting.

Regular Board Meetings

The Board shall meet to conduct regular meetings no less than six (6) times per calendar year.

Additional Meetings (general membership, Board, and committee meetings)

General Meetings of the Chamber may be called by the Chairman of the Board at any time, or upon petition in writing of any (5% of members in good standing):

Board Meetings may be called by the Chairman of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice, including the purpose of the meetings, shall be given to each Director at least one (1) day prior to said meeting.

Committee Meetings may be called at any time by the Chairman of the Board, respective department vice Chairman, or by the committee's Chairman.

Quorums

At any duly called general meeting of the Chamber 5% of members shall constitute a quorum; at a Board meeting, a majority of Directors present shall constitute a quorum. At committee meetings, a majority shall constitute a quorum except when a committee consists of more than 9 members. In that case, five (5) shall constitute a quorum.

Notices, Agendas, and Minutes

Written notice of all Chamber meetings must be given at least ten (10) calendar days in advance, unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of the organization's Administrative Policies.

Article IV

Board of Directors

Composition of the Board

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.

The Board of Directors shall be composed of a minimum of fifteen (15) voting members, one-third (1/3) of whom shall be elected annually to serve for three (3) years consecutively or until their successors are elected and have qualified. The past Chairman and the president shall serve as Ex-Officio members of the Board. Ex-Officio members do not count toward the minimum composition of the Board.

The Chairman of the Board may request the absence of staff and ex-officio members to allow for the free discussion between Board members.

Each Board member's term shall commence on January 1st. Retiring Board members shall continue to serve until 11:59 PM on December 31st.

If any Board member misses two (2) consecutive meetings or a total of four (4) meetings during the fiscal year (January 1st to December 31st), the Board member shall be notified immediately by the Chairman of the Board or the President. If a satisfactory excuse is not received at the next Board meeting that individual shall, upon a closed vote of the Board member present, cease to be a member of the Board. The vacancy created shall be filled as provided in these By-Laws.

Selection and Election of Directors

Nominating Committee

The Chairman of the Board shall appoint the Nominating Committee, which will consist of five (5) chamber members at least two (2) of whom shall not be Directors.

Prior to the regular September meeting, the Nominating Committee shall present to the Board a slate of candidates to serve three (3) year terms to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a Directorship.

Public Notice of Nominations

Upon receipt of the Nominating Committee's report, the President shall immediately notify the membership of the names of persons nominated as candidates for Directors and the right of petition.

Nominations by Petition

Candidate recommendation shall be solicited from the membership during the sixty (60) days prior to the nominating committee's August meeting. The nominating committee shall give due consideration to each recommended individual's ability, interest in the Chamber, industry representation and area representation.

Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least 5% of members of the Chamber in good standing. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

Determination

If no petition is filed within the designated period, the nominations shall be closed, and the candidates shall be nominated by the Board of Directors at their regular September 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 the number of vacancies only. The President shall send this ballot to all active members at least fifteen (15) days before the regular October Board meeting. The ballots shall be completed in accordance with instructions provided on the ballot and returned to the Chamber within ten (10) days in a manner complying with the instructions on the ballot. All electronic ballots shall be received by the President and two (2) Board members. The Board of Directors shall at its regular November Board meeting declare the candidates with the greatest number of votes elected.

Vacancies

Vacancies on the Board, or among the officers, may be filled by the Board by a majority vote. In any proceeding in which an election or By-Law amendment is being voted on, The President, Chairman and one (1) Board member will receive and tabulate the votes.

Policy (statements of position on issues)

The Board of Directors is responsible for establishing procedures and formulating policies for the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in the administrative policies of the Chamber to be reviewed annually and revised as necessary by the President and the Board.

Management

The Board of Directors shall employ a President and shall fix the salary and other considerations of employment. The Executive Committee shall conduct an annual performance evaluation of the President and make any necessary determinations related to performance, compensation, duties and any other matters which it deems pertinent to the President's responsibilities. The President, in conjunction with the Board, will prepare appropriate reports necessary to keep the Board members fully informed of the Chamber's finances, goals, programs and efforts. The President serves at the pleasure of the Board.

Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, Directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which any of them are made parties, or a party, by reason of having been officers, Directors, and employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty.

Article V

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. It shall be composed of the Chairman of the Board, Past Chairman, First Vice-Chairman, Second Vice-Chairman, Treasurer, Secretary and the President. The Chairman of the Board will serve as Chairman of the Executive Committee.

Determination of the Executive Committee

The Board of Directors (new and retiring) at its regular December meeting shall reorganize for the coming year. At this meeting, the Board shall elect the Chairman of the Board, Secretary, as many Vice Chairman as deemed necessary to conduct the activities of the Chamber, and the Treasurer. Nominees must have served for one (1) year on the board prior to assuming a role on the Executive Committee.

All Committee Members shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume their duties. They shall be voting members of the Board of Directors.

Duties of Executive Committee Members and Officers

Chairman of the Board

The Chairman of the Board shall be elected for a term of one (1) year and may be re-elected for, but no more than, a further one (1) year term. The Chairman may not serve for more than two (2) consecutive terms. The Chairman shall preside at all meetings of the Chamber and the Board and shall be an *ex-officio* member of all committees. The Chairman shall create all committees, appoint the Chairmans of all committees, and perform all duties incident to the office. The Chairman shall advise the Board of any action deemed likely or necessary to increase the usefulness of the Chamber.

The Vice-Chairman

A First Vice-Chairman and Second Vice-Chairman shall be elected for one (1) year terms by the Board. The First Vice-Chairman shall preside in the absence of the Chairman; the Second Vice-Chairman shall preside in the absence of both the Chairman of the Board and First Vice Chairman. In the absence of the Chairman and both Vice-Chairman, the presiding committee member shall be elected by the Directors from among their number.

Treasurer

The Treasurer shall be elected for one (1) year term and 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 or invested in a manner approved by the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board. The Board shall also have the right to view all financial information upon request.

Secretary

The Secretary shall be elected by the Board for a one (1) year term. The Secretary or the Secretary's appointee shall be responsible for all minutes of the meetings of the Board, the Chamber, and the Executive Committee. In the absence of the Secretary or the appointee, the Board shall elect from among their number a person to act as Secretary.

Immediate Past Chairman

The Immediate Past Chairman serves in an advisory capacity to the Board and Executive Committee as an *ex-officio* member.

President

The President shall be the chief administrative and executive officer. The President shall serve as adviser to the Chairman of the Board and all committees on program planning and shall assemble information and data and prepare special reports as directed by the Board of Directors and the Executive Committee.

The President shall be a non-voting member of the Board of Directors, the Executive Committee, and all other committees.

With assistance of the Board, the President shall be responsible for Administrative of the program of work in accordance with the policies and regulations of the Board of Directors.

The President shall be responsible for hiring, discharging, directing, and supervising all employees.

The President shall be responsible for the preparation of an operating budget covering all activities of the Chamber subject to approval of the Board of Directors. The President shall also be responsible for all expenditures within approved budget allocations.

Article VI

Committees

Appointment and Authority

The Chairman of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee Chairmans. The Chairman of the Board may appoint such ad hoc committees and their Chairman as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chairman of the Board and shall serve concurrently with the term of the appointing Chairman of the Board, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, conduct fundraising programs and carry out such activities as may be delegated to them by the Board.

Limitation of Authority

No action by any committee shall be binding upon, or constitute an expression of, the policy of the Chamber until it has been approved or ratified by the Board of Directors.

Committees shall be discharged by the Chairman of the Board 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 committees.

Article VII

Finances

Funds

The Chamber shall be non-profit, non-partisan, and non-sectarian. The Chamber shall take no part in nor lend its influence, finances or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for political office in any city, county, state, or national election.

Unused funds from the current year's budget can be placed in a reserve account. The Chamber shall use its funds only to accomplish the objects and purposes specified in these By-Laws.

Disbursements

No obligation or expense shall be incurred, and no money shall be appropriated without prior approval of the Board. Upon approval of the budget, the President is authorized to make disbursements on account and expenses provided for and in compliance with the budget without additional approval from the Board.

The Executive Committee may make a determination on the limits for the President per transaction during the budget period. Payroll transactions may be by direct deposit and note payments for debts of the Chamber may be by automatic draft.

Any amount exceeding the annual determination limit of the President or exceeding a budgeted amount, requires prior authorization with two (2) signatures from the Treasurer and the President or, in the absence of either or both, by any two (2) Executive Committee members.

Fiscal Year

The fiscal year of the Chamber shall commence on January 1st and close on December 31st.

Budget

Budget shall be presented to the Board during the regularly scheduled October meeting and approved during the regular November meeting.

Audit

The accounts of the Chamber of commerce shall be audited annually as of the close of business on December 31st by a certified public accountant who is not a current or former member of the Chamber. The audit review or compilation shall be presented to the Board at the next regular Board meeting following receipt of the report and shall thereafter at all times be available for review by member of the organization within the offices of the Chamber during the Chamber office's regular hours of operation by appointment.

Article VII

Dissolution

Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and upon dissolution 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 qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3).

Article IX

Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures.

Article X

Amendments

Revisions

These By-Laws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors or by a majority of the members at any regular or special meeting, provided that notice for the meeting includes the proposals for amendments and follows procedures as outlined in Article II (Voting). Any proposed amendments or alterations shall be submitted to the Board or the members in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.

Adopted: 12/18/2025 Amended: N/A