



Johnson City Chamber of Commerce Bylaws

Version 2.1 (June 2, 2023)

Article I - General

Section 1.01

The name of this organization shall be the Johnson City Chamber of Commerce, hereinafter referred to as the Chamber.

Section 1.02

All efforts shall be non-partisan in nature.

Section 1.03

The Chamber will not discriminate based on race, color, religion, sex, national origin, age, disability, marital status, political affiliation, or type of business.

Section 1.04

The Chamber is incorporated in the State of Texas as a domestic 501(c)(3) nonprofit corporation that is exempt from franchise and sales taxes.

Article II - Purpose

Section 2.01

The purpose of the Chamber is to promote the business interests of its members and the economic development of the greater Johnson City, TX area. This is to be done by acting on the following objectives.

1. Enhancing, advancing, and promoting the well-being of commerce, industry, agriculture, ranching, education, artistic, historical, recreational, and civic interests in the area.
2. Undertaking an active leadership role in the community by initiating, coordinating, or developing programs for the benefit of the business community, workers, and the community in general.

3. Encouraging communication between private and public sectors, business, and labor, etc.
4. Being a representative of the business community and speaking on behalf of the business community to municipal, county, state, and federal government entities.

Article III - Membership

Section 3.01

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

Section 3.02

Membership dues shall be at such a rate or rates, schedule, or formula as may be from time to time prescribed by the Board of Directors, payable annually. Membership dues are non-refundable.

Section 3.03

Any member may resign from the Chamber upon written request to the Board of Directors. Members will be notified via email of unpaid dues within 30 days of the due date. Members will be notified via letter of unpaid dues within 45 days of the due date. If dues remain unpaid after 60 days, membership may be considered terminated. Any member may be expelled by two-thirds 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 Chamber, after notice and opportunity for a hearing has been afforded the member complained against.

Section 3.04

The Chamber shall have four (4) classes of members. The designation of each class shall be:

1. Business
2. Nonprofit
3. Family
4. Individual

Section 3.05

Those interested in membership may apply by delivering to the Chamber office via email, regular mail, or in person, an application in a form approved by the Board of Directors duly completed and signed by the applicant and accompanied by the appropriate dues amount.

Section 3.06

Membership will be good for a calendar year. New members will pay one year's dues but receive credit for the unused portion of their first-year dues on their first annual membership renewal. Members who are in default of membership dues for three months will forfeit all rights and privileges until dues are paid.

Section 3.07

Members are entitled to one (1) vote per membership on each resolution put to a vote of the general membership.

Section 3.08

All members are encouraged to attend functions of the Chamber and the General Meeting of the Chamber Membership.

The annual meeting of the corporation shall be held once per year. The time and place shall be determined by the Board of Directors and notice thereof emailed to each member at least ten days before said meeting.

At any duly called General Meeting of the Chamber Membership, 20% of the membership shall constitute a quorum.

Article IV - Board of Directors

Section 4.01

The Board of Directors, hereinafter referred to as the Board, shall consist of nine (9) directors. Board members shall serve a two (2) year term, with four (4) directors being elected in even-numbered years and five (5) directors elected in odd-numbered years, by means of ballots furnished to the general membership. Candidates for election

must apply by November 30th of each year. The President shall certify the list of eligible candidates and the Secretary shall prepare a ballot for submission, as prescribed in the Standing Rules, by December 1st. Voting shall end December 15th. If the number of candidates is equal to or less than the number of positions up for election, the Secretary may recommend, and the Board may agree to cancel the election. The Standing Rules shall prescribe all remaining elections processes/procedures.

Section 4.02

All newly elected Board members shall be seated at the regular January meeting and shall be participating members thereafter. Retiring Directors may continue to serve as non-voting advisory Directors, as long as deemed necessary by the Board, to assist with the turnover of information and data to the new Directors. An officer may relinquish their office but retain full voting status throughout their term.

Section 4.03

The Board shall be comprised of nine (9) Directors, including the president, vice-president, secretary, treasurer, and five (5) other persons. The Board shall be comprised of a fair representation of the community. No more than five (5) Board members shall hold family or individual memberships. No more than four (4) Board members shall represent any one segment of community interest. The services of the Board shall be without fee as the Board shall be comprised of volunteers.

Section 4.04

The qualifications for serving as a Board member include:

1. Member of the Johnson City Chamber of Commerce
2. Own a business in, reside in, or work in Blanco County, TX

Section 4.05

If a Board member has a change in residence or employment status that could cause disqualification from the Board, that member shall have the ability to complete their current term if a majority of the Board votes that doing so is in the best interest of the Chamber.

Section 4.05

Any vacancy occurring on the Board and any directorship to be filled by reason of an increase in the number of Directors or resignation of a Director shall be filled by a vote of the Board. A Director appointed to fill a vacancy shall be for the unexpired term of the predecessor.

Section 4.07

No more than one (1) family member shall serve on the Board at any time. Family members are defined as parent, spouse, child, siblings, grandparent, grandchild, stepparent, and stepchild.

Section 4.08

Board members shall not accept pay, gratuity, or any other form of compensation for their efforts or vote. All expenses incurred working on Chamber projects are subject to Board approval as prescribed in the Standing Rules.

Section 4.09

Any Board member who has three (3) consecutive unexcused absences will forfeit their Board position. Any Board member may be removed by a majority vote of the Directors if it is in the best interest of the Chamber and its goals and is non-prejudicial. The Board will determine what constitutes "excused" and "unexcused." This will be accomplished through an executive session during a Regular or Special Meeting of the Board of Directors.

Section 4.10

The Chamber shall, to the extent legally permissible, indemnify and save harmless each Director from and against costs, charges, or expenses arising out of the execution of the duties of his or her office, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, and also from and against all other costs, charges, and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Chamber; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Chamber

Section 4.11

A majority of the Board has the authority to recuse any director from any vote that might cause a conflict of interest in the eyes of the Board.

Article V – Officers

Section 5.01

The officers of the Chamber shall be President, Vice President, Secretary, Treasurer, and such other officers as may be elected in accordance with these bylaws or Standing Rules. All rules that apply to Board members apply to officers. The term of office for the officers shall be one year.

Section 5.02

The officers of the organization shall be elected annually by a majority vote of the Board at the first meeting in January. Officers must come from the Board members chosen by the membership.

Section 5.03

The Board may from time to time appoint such other officers and agents and authorize the employment of such other persons as may be necessary to carry out the objectives of the Chamber and such officers, agents, and employees shall have such authority and perform such duties as determined by the Board.

Section 5.04

The standard officer positions and duties are:

1. **President:** Official spokesperson for the organization; interprets the organization to the community; represents the business and professional leaders in activities; and serves as liaison between the Chamber and external entities; prepares agendas for regular meetings. Presides at meetings of the Board and annual meetings of the membership. Approves all communications to the press and public, to exclude social media. Responsible for budget development and submission to the Board for approval.

2. **Vice-President:** In absence of the President, perform those duties; work with committee chairs; plan for the future of the Chamber; and administer internal operations of the Chamber.
3. **Secretary:** Keeps or supervises the keeping of the minutes of the meetings; confirm attendance and determine quorum. Conducts annual elections of the Board.
4. **Treasurer:** Oversees the management of the financial affairs; facilitates the preparation of an annual budget; keeps the board apprised of key financial events, trends, and concerns, and offers assessments of the organization's fiscal health. Ensures the completion of required financial reporting forms (including the IRS Form 990) in a timely manner; accounts for funds; provides reports; obtains annual audits; and maintains non-profit status.

Section 5.05

The Chamber may employ a person to manage its day-to-day affairs, including operation of the Johnson City Visitor Center. This employee will be known as the Executive Director. A current job description with performance standards will be maintained as approved by the Board. The Executive Director will be an ex officio member of the Board of Directors. Because the Executive Director's duties are prone to occasional revisions, they are prescribed in a separate document.

Article VI - Committees

Section 6.01

All committees will be formed for a specific purpose/goal and will be designated as Ad Hoc or Standing. The Chair of each committee will be a Director chosen by the President; larger committees shall have two (2) chairs as Co-Chairs. Committee members will be chosen from member applicants for said committees with the Board voting on all member applicants for each committee. All Chamber members are encouraged to participate on Chamber committees. No one business industry within the Chamber of Commerce shall comprise a majority representation on any one committee. Committees will conduct their instructions as directed by the Board but have no power to commit the Chamber to any agreement unless the project has been approved by a majority vote of the Board.

Section 6.02

Committees can recommend policy to the Board but may not set policy affecting the overall operation of the Chamber. A committee may, however, set rules and regulations regarding committee procedures or action concerning its operation.

Section 6.03

Minutes and records of all committees shall be maintained by a committee member when there is a quorum and will be available to any Chamber member if requested.

Section 6.04

A committee representative will provide a report of committee activities at the regular Board meetings.

Article VII – Meetings

Section 7.01

The types of meetings held by the Chamber shall be as follows:

1. **General Meeting of the Board of Directors:** These monthly meetings shall be held at a specified place to be designated by the President, with at least 14 days' notice and the agenda to be provided at least 7 days in advance.
2. **Special Meeting of the Board of Directors:** These ad-hoc meetings may be called by the President or at the request of any two (2) Directors, with at least 24 hours' notice including a generalized agenda. They shall be held at a place designated by the President or mutually agreed upon location.
3. **General Meeting of the Chamber Membership:** These annual meetings shall be in the form of a social event combined with general membership meeting, with at least 30 day's notice.
4. **Committee Meeting:** These as-hoc meetings may be called by the related Chair or Co-Chairs, with at least 5 days' notice and the agenda to be provided at least 3 days in advance. They shall be held at a place designated by the Chair / Co-Chair or mutually agreed upon location.

Notification method(s) shall be outlined in the Standing Rules.

Section 7.02

The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the Directors then in office. For committee meetings, the quorum shall be a majority of the committee members.

Section 7.03

Directors shall keep regular minutes of their transactions and meetings and shall cause them to be publicly recorded.

Section 7.04

The objectives of the General Meeting of the Chamber Membership are to:

1. Recognize and thank the membership for their support
2. Recognize outstanding individuals in the business community
3. Recognize and thank outgoing Directors
4. Recognize and introduce new Directors.
5. Provide information about Chamber accomplishments
6. Kick off the new year's membership drive
7. Solicit membership input and feedback for Chamber goals and objectives

Article VIII - Executive Sessions

Section 8.01

An Executive Session is a closed meeting where only the Board and invited persons may attend. Executive session discussions and deliberations involve confidential, privileged and/or sensitive information and specific session topics are only generally noted in the minutes of the related or following open meeting.

Section 8.02

While not subject to the Texas Open Meetings Act, the Board shall limit Executive Sessions to legal matters, personnel matters, and the formation of contracts.

Section 8.03

While not subject to the Texas Open Meetings Act, the Board shall keep minutes for Executive Sessions. Executive Session minutes shall be sealed and only made available to specific parties or the public by a majority vote of the Board or when legally ordered to do so.

Article IX - Proxies

Section 9.01

The Chamber shall permit two (2) types of proxies:

1. **Limited Proxy:** Allows the proxy holder to vote on behalf of another Director, during any meeting of the Board, on one or more specific topics. This type of proxy does not count toward meeting quorum.
2. **Full Proxy:** Allows the proxy holder to fully represent the views of another Director, during any meeting of the Board, on any and all topics. This type of proxy counts towards meeting quorum.

Section 9.02

Proxies are assigned as outlined in the Standing Rules.

Section 9.02

A Director exercising a Limited Proxy must state they are doing so before each applicable vote. A Director exercising a Full Proxy must state they are doing so at the beginning of the applicable meeting, before any other business is conducted.

Article X - Finances

Section 10.01

The Chamber shall have one General fund (not including HOT funds). The General Fund shall be used for deposit of funds received as dues, donations, and all other funds paid to the Chamber. These funds shall be used to pay for the general expenses of the Chamber, and for authorized operations of the Visitor Center that are approved

but not funded by HOT funds. The Board shall maintain a separate bank account for Hotel Occupancy Tax (HOT) funds and shall not commingle any other funds with those.

Section 10.02

The fiscal year of the Chamber shall begin on October 1 and close on the last day of September in the next following year or such other period as the Directors may decide from time to time. The Budget Committee shall compile a budget of estimated expenses for the coming year and submit it to the Board of Directors for initial approval by the July meeting. The final budget shall be approved by the September meeting.

Section 10.03

Upon approval of the budget, the President and the Treasurer are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check. Checks are to require two (2) signatures by Directors that are board-approved to sign checks. Additions to or changes in signature authority will be approved in Board proceedings and documented in the meeting minutes.

Section 10.04

The Chamber shall obtain and maintain a non-profit, tax-exempt status.

Section 10.05

No member of the Chamber shall borrow money from the Chamber.

Section 10.06

Any change to the Chamber's account with the Internal Revenue Service must be certified as proper by a Certified Public Accountant and be approved by a super majority (66%) of the Board.

Article XI - Standing Rules

Section 11.01

Standing Rules relate to the administration of the organization and are adopted to supplement and interpret the bylaws. Standing Rules are adopted by a majority vote of the Board at any meeting, without previous notice, and continue in force until they are suspended, rescinded, or amended.

Section 11.02

A Standing Rule may be suspended by majority vote of the Board of Directors for the duration of any meeting. Any suspended Standing Rules are automatically reinstated at the conclusion of each meeting and require a new vote in order to suspend them during subsequent meetings.

Section 11.03

Standing Rules shall be posted and maintained publicly.

Article XII - Miscellaneous

Section 12.01

The Board is responsible for formulating the policies of the organization. The policies shall be reviewed annually and revised, as necessary.

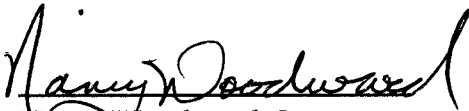
Section 12.02

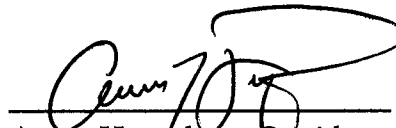
The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall insure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, historical, or philanthropic organizations to be selected by the Board.


Section 12.03

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the Board at any regular or special meeting after notice of the modification has been published to members both in the member portal and in direct email communication to members at least 30 days prior to the voting of the Board on such changes or amendments.

Attest:


Nancy Woodward, Secretary


Aaron Humphrey, Resident


Bart Burkhard, Director