GREATER SEALY AREA CHAMBER OF COMMERCE BYLAWS

Amended: July 2024

ARTICLE I GENERAL

SECTION 1.1: NAME

This organization is organized under the laws of the State of Texas and shall be known as the Greater Sealy Area Chamber of Commerce (hereafter known as the Chamber).

SECTION 1.2: PURPOSE:

The Sealy Chamber of Commerce is organized to advance the general welfare and prosperity of the city of Sealy and Austin County so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the economic, commercial, cultural, tourism, industrial, and educational interests of the area. In addition, the Chamber shall advance those programs that preserve 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 addressing challenges which are detrimental to expansion and growth of business and to the community should they arise; promoting business and community growth and development by: pursuing economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting the city programs of a civic, social, and cultural nature which are designed to increase the functional and aesthetic values of the community.

SECTION1.3: LIMITATION OF METHODS

The Sealy Chamber of Commerce shall be nonprofit, nonpartisan and non-sectarian in all of its activities and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for political office in city, county, state or the nation. The Chamber shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501 C (6) of the Internal Revenue Code.

ARTICLE II MEMBERSHIP

SECTION 2.1: ELIGIBILITY

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

SECTION 2.3: Membership 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 in accordance with the schedules and at the times specified by the Board of Directors.

SECTION 2.4: TERMINATION. (Resignation - Expulsion - Delinquency)

A. Any member may resign from the Chamber upon written request to the Board of Directors.
B. Any member may be expelled by the Board of Directors by a majority vote for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.

SECTION 2.5: VOTING.

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

SECTION 2.6: EXERCISE OF PRIVILEGES.

Any firm, association, corporation, partnership, or estate holding membership may nominate an individual whom the holder desires to exercise privileges of membership covered by its subscription and shall have the right to change its membership nomination upon written notice.

SECTION 2.7: HONORARY MEMBERSHIP.

Honorary memberships will be reviewed annually and voted on by the Board of Directors. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III MEETINGS

SECTION 3.1: ANNUAL MEETINGS

The Chamber shall hold an annual banquet.

SECTION 3.2: ADDITIONAL MEETINGS. (General Membership Meetings, Board Meetings and Committee Meetings)

A. Notice of special membership meetings shall be received by each member at least five (5) days prior to such meetings.
B. The Chair may call emergency Board meetings or by the Board of Directors upon written or electronic application of five (5) members of the Board. Notice (Including the purpose of the meeting) shall be given to each director and the Chair at least one (1) day prior to said meeting. There shall be held regularly scheduled meetings of the Board of Directors twelve (12) times per calendar year beginning in January.
C. Committee meetings may be called at any time by the Chair, Vice Pre Chair or by the committee chairman.
D. All meetings may be held in person, electronically, or by phone, as determined by the Board of Directors.

SECTION 3.3: QUORUMS.

At any duly called general meeting of the Chamber, those members present shall constitute a quorum:

The presence of seven (7) voting directors at a regular or duly called special meeting of the Board of Directors shall constitute a quorum for the transaction of business. Once a quorum is established, it is required to have at least seven (7) members present to conduct business on behalf of the Board of Directors.

SECTION 3.4: NOTICES, AGENDA, and MINUTES.

Written or electronic notice of all Chamber Board Meetings must be given at least seventy-two (72) hours in advance unless an emergency declaration is declared by a director. An advance agenda and minutes must be prepared for all meetings.

Each committee chair will coordinate their activities with the Chair.

ARTICLE IV-BOARD OF DIRECTORS

SECTION 4.1: COMPOSITION OF THE BOARD.

The government and policy-making responsibilities of the Sealy Chamber of Commerce shall be vested in the Board of Directors, which shall control its property, its finances and direct its affairs.

The Board of Directors of the Chamber shall be composed of fifteen (15) directors, approximately one-third (1/3) of which are to be elected annually to serve for terms of three (3) years or until their successors shall have been elected and qualified. Five (5) directors shall be elected annually (5/5/5). A director shall be eligible to serve up to two full three (3) year consecutive terms. The retiring Chair shall become eligible to serve as an ex–officio member of the Board of Directors for a period on one-year following his/her term of office as Chair.

A. NOMINATING COMMITTEE:

Each year, before the November Board of Directors meeting, the Chair shall appoint, subject to approval of the Board of Directors, a nominating committee of three (3) members of the board. The Chair shall designate the chairman of the committee and shall serve as ex-officio member of the committee.

Before the November meeting of the Board of Directors, the nominating committee shall present to the Board of Directors the slate of candidates eligible to serve 3-year terms to the Board of Directors for the purpose of replacing the outgoing directors whose regular terms have expired. Each candidate for a 3-year directorship must be an active Chamber member willing to accept the responsibility of the 3- year directorship.

B. PUBLICITY OF NOMINATIONS:

Upon approval of the of the nominating committee by the Board of Directors, the Chair shall, as expeditiously as possible, notify the membership of the names of persons nominated as candidates for directors, as well as the rights of the membership with respect to nomination by petition.

C. Write In Candidates

Candidate written in on a ballot will be accepted.

D. JUDGES OF ELECTION:

The Chair shall appoint, subject to the approval of the Board of Directors, at least three (3) but not more than six (6), election judges who are members of the Chamber, but who are not candidates for the election to the office of director. Such election judges shall have complete supervision of the election, including the auditing of the ballots and the reporting of the results of the election to the Board of Directors.

SECTION4.2: SEATING OF NEW DIRECTORS.

All newly elected Board members will take their oath of office and be installed at the January meeting and shall be participating members thereafter.

SECTION4.3: VACANCIES.

If a voting member of the Board is absent from three (3) consecutive Board meetings, the Board position is automatically vacated, unless the Board member is specifically excused by a majority of the Board of

Directors. The Chair of the Board shall make appointments to fill vacancies on the Board. The Board of Directors must approve appointments by a majority of votes. On second absence, the Board of Director will be notified.

ARTICLE V OFFICERS

SECTION 5.1: DETERMINATION OF OFFICERS.

The Board of Directors at its regular January meeting shall reorganize for the coming year. The current Chair shall select four (4) members of the Board of Directors to serve as the Nominating Committee to nominate officer candidates for the year. The Board shall at their December meeting elect a Chair, 1st Vice- Chair, 2nd Vice- Chair, Secretary, Treasurer; officers will elected from members of the existing Board. All officers shall serve for a term of one (1) year or until their successors assumes the duties of office. Officers shall be voting members of the Board of Directors. If the Chair is unwilling or unable to serve as Chair, then the 1st Vice Chair assumes the role, with approval of the Board.

SECTION5.2: DUTIES OF OFFICERS

A. Chair: The Chair shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chair shall appoint all Committee Chairs with the advice and consent of the Board. Vice- Chair may be appointed from the officers as well. With approval of the Board of Directors, the Chair shall sign all deeds, contracts, and other instruments affecting the daily operation of the Chamber. The Chair must seek authorized legal counsel prior to approving any issues that could incur liability of the members of the Chamber Board or of the membership.
B. 1st VICE- CHAIR: The 1st Vice- CHAIR shall exercise the powers and authority and perform the duties of the Chair in the absence of the Chair. The Vice Chair will be responsible for determining the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs. The Vice- Chair shall normally succeed to the office of Chair in the year following his/her present term of office with the approval of the Board of Directors. In the event of a vacancy in the office of Chair, the 1st Vice- Chair shall automatically succeed to that office for the remainder of the unexpired term, without loss of eligibility of a full term of office.
C. 2nd VICE- CHAIR: The 2nd Vice President shall maintain the Public Relations and the image of the Chamber. They shall work with the CEO/ President to ensure that the calendar of events is maintained and established in advance. They will work with the CEO/ President to help to communicate to the chamber members and the community what events are coming up.
D. COMMITTEE CHAIRS: The duties of the committee chairs shall be designated by the Chair and 1st Vice- Chair.
E. SECRETARY: The Secretary shall maintain and record minutes of all meetings of the Board of Directors and all regular and special meetings of the membership.
F. 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 or invested in a manner approved by the Board of Directors. Checks are to be signed by any two (2) of the Chamber members listed on the signature card at the bank. The Treasurer shall serve as Chairperson of the Budget and Finance Committee. The Treasurer shall present a

monthly financial report to the Board of Directors and an annual financial report to the membership.

G. CHAMBER CEO/ PRESIDENT: The Chamber the CEO/ President shall be responsible for the day-to-day operations of the chamber office and staff, providing the necessary oversight to make sure that all membership programs are administered and shall be accountable to the Chamber's Board of Directors. The Chamber the CEO/ President shall also serve as head of the Blue Blazer organization.
H. CONVENTION AND VISITOR BUREAU Executive DIRECTOR: The Convention and Visitors Bureau Executive Director is responsible for the administration of the budget and goals of the Hotel Motel Occupancy Tax as approved by the Sealy City Council as well as keeping in compliance with the state regulations by the Texas Comptroller of Public Accounts each year and shall be accountable to the Chamber's Board of Directors.

SECTION5.3: EXECUTIVE BOARD

The Executive Board 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 Chair, 1nd Vice Chair, 2nd Vice Chair, Secretary and Treasurer. The immediate past Chair shall serve on this committee in an ex-officio and advisory position only. The Executive Board will oversee the Chamber the CEO/ President and Convention and Visitors Bureau Executive Director and make performance recommendations to the Board of Directors.

ARTICLE VI COMMITTEES AND DIVISIONS

Section 6.1: APPOINTMENT AND AUTHORITY

The Chair, by and with the approval of the Board of Directors, shall appoint all committees and committee leaders. The Chair may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chair and shall serve concurrent with the term of the appointing Chair, unless the Board of Directors approves a different term. It shall be the function of committees to make investigations, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

Section6.2: TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee leaders or, in their absence, upon those who they designate, to give testimony to, or make presentations before, civic and governmental agencies as may be necessary to carry out the approved action.

SECTION6.3: DIVISIONS

The Board of Directors may create such divisions, bureaus, departments, councils or subsidiary organizations, as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils and subsidiary organizations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, department, councils, or subsidiary organizations including collection and disbursement of funds. No action or resolution of any kind shall be taken by divisions, bureaus,

departments, councils or subsidiary organizations having bearing upon or expressive of the Chamber, unless approve by the Board of Directors.

ARTICLE VII FINANCES

SECTION 7.1: FUNDS.

All money paid to the Chamber shall be placed in one or more operating funds. Funds shall be fully accounted for and documented by records as to date, amount, source and purpose.

SECTION 7.2: DISBURSEMENTS.

No obligations or expenses shall be incurred, and no money shall be appropriated outside the approved budget without the prior approval of the Board of Directors. Upon approval of the budget, the Treasurer or the Chair is 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 and other transaction methods approved by the board and the bookkeeper shall maintain records showing each disbursement as to date, amount, recipient and purpose of expenditure and where reasonably practicable, an invoice substantiating such disbursement for the Treasurer.

SECTION 7.3: FISCAL YEAR.

The fiscal year of the chamber shall begin on January 1st and close on December 31st of each year.

SECTION 7.4: BUDGET

As soon as possible after election of the new Board of Directors and officers, the Chair and Executive Board shall develop the budget for the coming year and submit it to the Board of Directors for approval. Reasonable effort should be made to produce an approved budget to be effective on January 1st.

SECTION 7.5: ANNUAL AUDIT

The accounts of the Chamber of Commerce shall be audited annually as of the close of business December 31st by an audit committee of at least three (3) no more than six (6) appointed by the Chair or by a certified public accountant.

ARTICLE VIII INDEMINFICAITON OF DIRECTORS AND OFFICERS

SECTION 8.1: INDEMNIFICATION

The Board of Directors may indemnify a person who was, is or has been threatened to be made a named defendant or respondent in a proceeding because the person is or was a director of officer, but only if the determination to indemnify is made in accordance with the provision of Article 1396-2.22A of the Texas Civil Statutes as amended.

SECTION 8.2; INSURANCE OF DIRECTORS, OFFICER OR EMPLOYEES

The corporation may purchase and maintain insurance on behalf of any director, officer, employee or agent of the corporation, or on behalf of any person serving at the request of the corporations as a director, officer, employee, or committee person, against any Bylaws amended on August 11, 2020, with Board approval. liability asserted against that person and incurred by that person and incurred by the person in any such capacity or arising out of any such status with regard to the Chamber.

ARTICLE IX DISSOLUTION

SECTION9.1: PROCEDURE

The Chamber shall use its funds only to accomplish the objectives and purpose 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 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).

ARTICLE X LIMITS OF AUTHORITY

SECTION10.1: LIMITATIONS

No action by any member, committee, division, director, officer or employee shall be binding upon or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

ARTICLE XI PARLIAMENTARY AUTHORITY

SECTION 11.1: PROCEDURE

The current edition of Robert's 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 Non-profit Corporation Act.

ARTICLE XII AMENDMENTS

SECTION 12.1: REVISIONS

The bylaws may be amended or altered by a majority vote of the Board of Directors, or by a majority of the members at any regular meeting, providing the notice for the meeting includes the proposals for amendments. The proposed amendments or alterations shall be submitted to the Board of Directors or the member in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.