

BYLAWS
OF HARPER COMMUNITY CHAMBER OF COMMERCE
ARTICLE I – PURPOSE OF CORPORATION

1. PURPOSE

The non-profit Harper Community Chamber of Commerce Corporation (HCCC) is organized and shall be operated exclusively to promote the growth of the Harper, TX community and the local businesses and other non-profit organizations therein.

2. MISSION OF THE CORPORATION

The Harper Community Chamber of Commerce mission is to embrace the history and heritage that echoes throughout the Texas Hill Country while encouraging business growth and improving the quality of the community.

ARTICLE II - OFFICES

1. REGISTERED OFFICE AND AGENT

The registered office and registered agent of Corporation shall be as set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by the Board of Directors upon making the appropriate filing with the Secretary of State.

2. MEETING SITE AND MAILING ADDRESS

Currently the HCCC does not have a physical address. The meetings are held in the Community Room of the Harper Library, 23247 W. US Hwy 290, Harper, TX 78631. The mailing address is Harper Community Chamber of Commerce, P O Box 308, Harper, TX 78631. The Board of directors may designate any place within Gillespie County, Texas as the location for any future monthly or annual meeting called by the Board of Directors.

3. OTHER OFFICES

The Corporation may also have other offices within the state of Texas as the Board of Directors may designate, or as the business of the Corporation may require.

ARTICLE III – MEMBERS

1. CLASSES OF MEMBERS

The Corporation shall have 2 classes of members; (a) business affiliates and (b) personal supporting members. Personal supporting members may be one individual or a husband and wife. All members must meet the following qualifications for membership: Apply for membership in the Corporation by completing the membership application and paying the annual membership fee or fees. Membership fee or fees may be adjusted by majority vote as per Article III, Section 8.

The difference between the \$100/\$200 membership and the \$50/\$100 membership are:

- a. Full annual business membership will be \$100 for HISD taxpayers and \$200 for outside HISD area. These members will receive advertising on website and may be highlighted in the quarterly newsletter.
- b. Business members owning more than one business will pay full membership cost for first business and half price for each additional business. These listed businesses will receive advertising on website and may be highlighted in the quarterly newsletter
- c. Supporting Members (business, couple or individual) will be \$50 for HISD taxpayers and \$100 for outside HISD area. Members' names will be listed on website members' page.
- d. All names (Business and Private) will be listed on full page Chamber ads supporting community or organizations (i.e., graduation or yearbook).

2. TERMINATION OF MEMBERSHIP

By an affirmative vote of fifty-one percent (51%) of the Board of Directors, a member, at a regularly scheduled meeting of the Board of Directors, may be suspended or expelled for (1) for non-payment of dues after ninety (90) days from the date due unless otherwise extended for good cause or (2) for conduct unbecoming a member or prejudicial to the aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

3. RESIGNATION

Any member may resign by filing a written resignation presented to the Board of Directors.

4. TRANSFER OF MEMBERSHIP

Business affiliate membership in this corporation is not transferable or assignable except upon sale or transfer of said business

5. ANNUAL MEETING

The annual meeting of members shall be held at the April meeting. All elections of officers or directors will be conducted during the annual meeting.

6. NOTICE OF MEMBERS' MEETING

Written notice stating the place, day, and hour of any HCCC meeting or special meeting will be sent to all members by email. The agenda for the meeting shall be given not less than five (5) nor more than thirty (30) days before the date of the meeting.

7. SPECIAL CALLED MEETINGS

Special meetings may be called by the President and/or a member of the Board of Directors. Members may ask for a special meeting by presenting request and reason for meeting in writing by email to the Board of Directors. The president and/or the Board of Directors receiving the written request shall within ten (10) days from the date of its receipt announce the date, time, and location of the meeting.

8. VOTING OF MEMBERS

Business members (including those with multiple entities) and Supporting Members are each entitled to have one (1) vote on each matter submitted to a vote of the members. Unless otherwise provided by the Certificate of Formation or these Bylaws, a member may vote in person or by formal proxy executed in writing by the member. A proxy shall be valid for 30 days from the date of its execution.

The vote of the majority of the votes entitled to be cast by the members present, or represented by written proxy at a duly called regular or special meeting shall be the act of the members meeting unless the vote of a greater number is required by law, the Certificate of Formation, or these Bylaws.

Any vote resulting from a motion that has been duly seconded may be taken by (1) voice or (2) show of hands or (3) in writing, if requested. Majority number of votes for or against the motion will determine the decision.

9. CONFIRMATION OF MEMBERS RIGHT TO VOTE

The list of voting members must be available for inspection by any member entitled to vote at the meeting. The Secretary shall confirm all members present at the meeting are eligible to vote.

10. ACTION OF MEMBERS WITHOUT MEETING

Any action required by a committee or members may be taken provided prior consent or approval has been given by the Board of Directors.

11. NON-DISCRIMINATION

The Corporation's officers, directors, and members shall not discriminate on the basis of race, color, religion, sex, or national origin

ARTICLE IV - BOARD OF DIRECTORS

1. BOARD OF DIRECTORS

To the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

2. NUMBER OF OFFICERS AND DIRECTORS

The Board of Directors shall not be fewer than five (5) and may not be more than nine (9). Four (4) of the Board of Directors shall serve as officers, (President, Vice-President, Secretary and Treasurer). The number of Directors may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Board of Directors.

The President or Vice President, in the absence of the President, shall appoint a nominating committee as needed assigned to identify, interview and secure a slate of candidates for open positions for any given election. Write-in from the floor candidacy of qualified members will be accepted during the elections.

3. ELECTION OF OFFICERS AND DIRECTOR

Elections of Board of Directors positions will be held each year at the Annual Meeting in April. If a year should fall that no positions are open for election, elections will NOT be held. All valid members are eligible to vote for the members of the Board of Directors. Majority of each vote will determine outcome.

All Officers and Directors may serve three (3) consecutive two (2) year terms in the same position. If a successor for an office has not been qualified and elected at the end of said term, the current office holder shall serve until such time as a successor shall have been elected or until otherwise relieved of their duties.

4. REMOVAL

A director or officer may be removed from office by (a) missing two (2) meetings without valid excused absences within one year, (b) for conduct unbecoming a member or prejudicial to aims or repute of the chamber, or (c) convicted of an illegal activity. Removal must be by vote of fifty-one percent (51%) of the Board of Directors at a regularly scheduled or special meeting. The president may recommend a member to fill the open board position with the term expiring in accordance with the expiration date of the vacated position. Members attending that meeting will vote on accepting that member as the replacement.

5. RESIGNATION

An officer or director may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

Following a resignation, at the next meeting the President may recommend a member to fill the vacated position with the term expiring in accordance with the expiration date of the vacated position. Members attending that meeting will vote on accepting that member as the replacement.

6. QUORUM OF BOARD OF ELECTORS.

No meeting or transaction of business during a meeting shall be held without a quorum of the Board of Directors. Members of the board present by proxy may not be counted toward a quorum.

Unless otherwise provided in the Certificate of Formation or these Bylaws, the members at a meeting of the members at which a quorum of the Board of Directors is not present may adjourn the meeting or may discuss the items on the agenda and shall table all votes until such time as a quorum of the board is present at a meeting.

The act of the majority of the members of the board present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Certificate of Formation.

A Director or Officer may vote in person or by proxy executed in writing by said director or officer. No proxy shall be valid after 30 days from the date of its execution

7. PLACE OF DIRECTORS' MEETINGS

All meetings of the Board of Directors shall be held either at the principal meeting site of the Corporation or at such other place, within Gillespie County, as shall be specified in the notice of meeting.

8. SPECIAL MEETINGS OF DIRECTORS

The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by two (2) or more members of the Board of Directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously by written notice sent by email to each member of the Board of Directors. Any Director may waive notice of any meeting. The attendance of an officer or Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transaction at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

During member meetings, the Board may go into executive session in accordance with Vernon's Civil Statute, Article 6252-17 to discuss personnel, property acquisition, financial matters or meet with their attorney. No final action, decision, or vote will be taken while the board is in executive session. The board will reconvene in open session before adjournment

9. COMPENSATION

Directors, as such, shall not receive any stated salary or compensation for their services. Member of committees may be allowed compensation or reimbursement accrued for services or goods required by the Board of Directors if approved prior to the expenditure.

10. ACTION BY DIRECTORS WITHOUT MEETING

Any action required to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing or email, setting forth the action to be taken, shall be approved by a majority of the Board of Directors and all of the members of the committee.

11. COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors shall determine the committees deemed proper or necessary to fulfill the objectives of the Corporation. Each committee shall consist of three (3) or more members. All members of the appointed committee shall be members of the corporation.

The President or Vice President may designate and appoint members to serve on the committees. Each committee shall provide a monthly report at the regular meetings and will present their final recommendations to the Board of Directors and members for discussion and/or approval. The President will serve as an ex-officio member of all committees.

Each member of a committee shall continue as such until the stated purpose of the committee has been completed unless the committee be terminated, a member be removed from such committee, or a member ceases to qualify as a member. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE V – DUTIES AND POWERS OF OFFICERS

1. POWERS OF OFFICERS AND DIRECTORS

All Officers and Directors shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President may secure the fidelity of any and all officers by bond or otherwise.

All Officers and agents of the Corporation shall have such authority and perform such duties as may be provided in these Bylaws, or as may be determined by the Board of Directors not inconsistent with these Bylaws.

The Officer or Director may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other Officers, Directors, or employees of the Corporation; or (2) legal counsel, public accountants, or other persons within the person's professional or expert competence. An Officer or Director is not relying in good faith within the meaning of this section if he has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

2. PRESIDENT

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of all directors and members. Such officer shall see that all orders and resolutions of the board are carried out.

The President shall submit a report of the activities of the Corporation for the previous and coming year to the directors and members present at the annual meeting

4. VICE PRESIDENT

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

4. SECRETARY

The Secretary shall attend all monthly, annual, and special meetings of the Board of Directors and the members and shall record all votes and the minutes of all proceedings. The Secretary shall keep a record of all attendees at all meetings based on a sign-in record secured at the meetings. The Secretary shall perform like duties for the standing committees when required. The Secretary shall give notice of all meetings of the members and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.

In the absence of the Secretary, the minutes and record of attendees of all meetings of the board and members shall be recorded by such person as shall be designated by the President or by the Board of Directors.

5. TREASURER

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall render to the President and directors an account of all the Treasurer's transactions and of the financial condition of the Corporation and exhibit the books, records and accounts to the President or directors at any time.

The Treasurer shall disburse funds for expenditures as authorized by the Board of Directors and members and in accordance with the orders of the President, and present to the President's attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized based on the member approved annual budget. The Treasurer will ensure proper vouchers are provided for each expense.

The Treasurer shall prepare and present at each monthly meeting a written detailed treasurer's report showing all income and expenses.

The Treasurer will be held responsible for submitting all required federal and state government financial documentation.

The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

ARTICLE VI - INDEMNIFICATION AND INSURANCE

1. INDEMNIFICATION

The Corporation shall have the full power to indemnify and advance or reimburse expenses to any person entitled to indemnification.

2. INSURANCE

The Corporation may purchase and maintain liability insurance for the corporation and the officers and directors of the corporation.

ARTICLE VII – MISCELLANEOUS

1. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to the these Bylaws for notice of meetings, members of the Board of Directors, officers, directors, or members of any committee may participate in and hold a meeting by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Attendance and minutes shall be recorded by the Secretary or a person present at the meeting who will then provide the information to the Secretary for record.

2. CONTRACTS

The Board of Directors may authorize any two members of the board, either the President or Vice President and one (1) more officer or Director, to enter any contract or execute bonds, mortgages and other instruments and deliver any instrument in the

name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. No contract involving expenditures above \$500 shall be entered into without a quorum vote by the Board of Directors.

3. CHECKS, DRAFTS, ETC.

All checks, drafts or other instruments for payment of money or notes of the Corporation, any safe deposit box, shall be signed by designated officer or officers or such other person or persons as shall be determined by the Board of Directors.

4. DEPOSITS

All funds of the Corporation shall be deposited promptly to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

5. GIFTS

The Board of Directors may accept or decline on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation

6. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep at the registered or principal office, at the meeting site, or a location designated by the president a record of the names and addresses of its members entitled to vote. A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

7. FINANCIAL RECORDS AND ANNUAL REPORTS

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office or principal

office of the Corporation in this state for at least ten (10) years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

8. ANNUAL BUDGET

An annual budget shall be prepared by the Board of Directors and submitted to the membership at the annual meeting.

9. FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year (January 1 – December 31).

10. SCHOLARSHIP PROVIDED

HCCC will provide a scholarship to a senior graduating from Harper ISD who will be attending a 2 year or less accredited trade or vocational school. This scholarship will be managed by The Community Foundation of the Texas Hill Country who will accept the completed applications and determine the scholarship winner each year. The Board of Directors or members of the HCCC will not have any input into selecting the winner of the scholarship. The HCCC will determine the guidelines and criteria towards receipt of said scholarship. This criteria can be changed at any time by the HCCC through a majority vote at a regular monthly meeting. The dollar amount of the scholarship may change annually and will be determined by funds available and a vote at a regular meeting.

ARTICLE VIII - CONSTRUCTION

1. PRONOUNS AND HEADINGS

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

ARTICLE VIII - AMENDMENT OF BYLAWS

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, with approval by a majority of members unless the Certificate of Formation limits such powers.

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Adopted 10/14/2020 Signed by Lois Pariseau, President