

# **BYLAWS OF THE HARPER COMMUNITY CHAMBER OF COMMERCE CORPORATION**

## **ARTICLE 1 – NAME AND ORGANIZATION OF CORPORATION**

The name of the non-profit corporation is Harper Community Chamber of Commerce (hereinafter referred to as the Corporation or HCCC).

The non-profit Corporation is organized exclusively as a Chamber of Commerce within the meaning of Section 501(c) 6 of the Internal Revenue Code.

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

## **ARTICLE 2 - PURPOSE AND MISSION OF CORPORATION**

### **Section 1: Purpose**

The operations of the Corporation shall be confined to the purposes set forth in its Certificate of Formation.

### **Section 2: Mission of the Chamber**

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 3 - OFFICES**

### **Section 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.

### **Section 2: Meeting Site and Mailing Address**

Currently the HCCC does not have a physical address. The mailing address is Harper Community Chamber of Commerce, P O Box 308, Harper, TX 78631. The Board of Directors shall designate any place within Gillespie County, Texas as the location for any monthly or annual meeting called by the Board of Directors.

### **Section 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 4 - MEMBERSHIP**

### **Section 1: Classes of Membership**

- A. The Corporation shall have 2 classes of membership: (a) business affiliates and (b) personal supporting members. Personal supporting members may be one individual or spouses/partners. 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.
- B. Membership fees for classes of membership are as follows:
  - a. Full annual business membership fees shall be determined by a majority vote of the Board on an annual basis at the November meeting.
  - b. Business members owning more than one business shall pay full membership cost for first business and half price for each additional business.
  - c. Personal supporting membership fees (individual or spouses/partners) shall be determined by a majority vote of the Board on an annual basis at the November meeting.
  - d. The fee for memberships purchased after October 1<sup>st</sup> shall be 25% of the current membership fee.

### **Section 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, shall be removed for non-payment of dues by March 31<sup>st</sup> of the current calendar year.

### **Section 3: Transfer of Membership**

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

### **Section 4: Voting by Membership**

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.

## **ARTICLE 5 - BOARD OF DIRECTORS**

### **Section 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.

### **Section 2: Qualifications**

The Officers and Directors shall be voting members in good standing and at least eighteen (18) years of age.

### **Section 3: Number of Members of Board of Directors**

The Board of Directors shall not be fewer than five (5) members and shall not be more than nine (9) members. The Board of Directors shall consist of four officers (President, Vice-President, Secretary and Treasurer) and two (2) - five (5) Directors at-Large. The number of Directors may be increased or decreased by an amendment to these Bylaws.

### **Section 4: Election of Officers and Directors**

- A. Elections of Board of Directors positions shall be held each year at the annual meeting in April. The President, Secretary, and Directors in positions 2 and 4 shall be elected in years ending in an even number. Vice President, Treasurer, and Directors in positions 1, 3, and 5 shall be elected in years ending in an odd number. All valid members are eligible to vote for the members of the Board of Directors. Majority of each vote will determine outcome. An election by secret ballot shall be held at the request of any member.
  
- B. 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 in April, the current office holder may serve until such time as a successor shall have been elected. A member is eligible to serve again as an Officer or Director after a one (1) year absence from the Board of Directors.

- C. Relatives may not serve terms concurrently on the Board. Relatives herein is defined as members of the same household.

### **Section 5: Removal**

An Officer or Director of the Board may be removed, for failing to perform the duties of the office, at any regular or special called meeting, by a unanimous affirmative vote of the then serving other Board of Director members.

### **Section 6: Board Vacancy**

- A. 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.
- B. President: If a vacancy occurs during his/her term in office, the Vice President of the Board shall assume full duties, responsibilities, and powers of the Office of President until the next election held in April of each year.
- C. Vice President, Secretary, Treasurer, and Directors: If a vacancy occurs the Board shall nominate a qualified member as successor for the remainder of the unexpired term to be approved by a majority vote of the members present at a regular meeting for which the election is an order of business on the agenda.
- D. If the individual elected to fill the vacancy has served for a year or less they are eligible to run for future full term(s).

### **Section 7: Compensation**

- A. The Board of Directors of this Corporation, whether elected or appointed, shall serve without compensation.
- B. The need for paid employees shall be determined by the Board of Directors. The Board of Directors shall be responsible for employee interviewing, hiring, supervision, pay ranges, and job descriptions.

## **ARTICLE 6 - DUTIES AND POWERS OF BOARD OF DIRECTORS**

### **Section 1: Powers of Officers and Directors**

- A. All Officers and Directors shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President shall secure the fidelity of all officers by oath of office.

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

## **Section 2: President**

- A. 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.
- B. The President or Vice-President and one (1) more Officer or Director shall execute bonds, mortgages, and other instruments in the name of the Corporation with prior approval from the members.
- C. The President shall be an ex-officio member of all standing committees.
- D. The President shall submit a report of the activities of the Corporation for the previous and coming year to the Board of Directors and members at the annual meeting in April.

## **Section 3: 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.

## **Section 4: Secretary**

- A. 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
- B. Directors and shall perform such other duties as may be prescribed by the Board of Directors.
  - C. 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.

### **Section 5: Treasurer**

- A. 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.
- B. 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.
- C. 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 shall ensure proper vouchers are provided for each expense.
- D. The Treasurer shall prepare and present at each monthly meeting a detailed written treasurer's report showing all income and expenses.
- E. The Treasurer shall be held responsible for verifying all required federal and state government financial documentation has been submitted by the required due dates.
- F. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

## **ARTICLE 7 – MEETINGS**

### **Section 1: Place of Board 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.

## **Section 2: Quorum of Board of Directors at Meetings**

- A. No meeting or transaction of business during a meeting shall be held without a quorum of the Board of Directors. A quorum is defined as the majority of the current Board membership. Members of the Board present by proxy shall not be counted toward a quorum.
- B. 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 shall adjourn the meeting. They 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.
- C. 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.
- D. 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.

## **Section 3: Special Meetings of the Board of Directors**

- A. 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.
- B. Written notice stating the place, day, and hour of any special meeting of the Board of Directors shall be sent to all board members by mail or e-mail. USPS shall be used if no email exists for a member The notice and purpose(s) for the meeting shall be given not less than five (5) and no more than thirty (30) days before the date of the meeting.

## **Section 4: Notice of Members' Meeting**

Written notice stating the place, day, and hour of any HCCC regular or special meeting shall be sent to all members by mail or e-mail. USPS shall be used if no email exists for a member The notice and purpose(s) for the meeting shall be given not less than five (5) and no more than thirty (30) days before the date of the meeting.

### **Section 5: Annual Meeting of Membership**

The annual meeting of members shall be held at the April meeting. Elections of Board Officers and Directors shall be conducted during the annual meeting.

### **Section 6: Special Called Meetings of Membership**

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 the request and reason for meeting in writing by mail or 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.

### **Section 7: Confirmation of Members Right to Vote at Meetings**

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.

### **Section 8: Tally of Votes at Membership Meetings**

- A. A quorum of the membership shall be the number of members attending the meeting.
- B. A majority of the votes entitled to be cast by the members present or represented by written proxy at a meeting, at which a vote is called, shall be the act of the members unless the vote of a greater number is required by law, the Certificate of Formation, or these Bylaws.
- C. Any vote resulting from a motion, and seconded, shall be taken by voice or show of hands. Majority number of votes will determine decision.

### **Section 9: Action of Members Without Meeting**

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

### **Section 10: Rules of Conduct at Meetings**

Meeting shall be conducted in accordance with Robert's Rules of Order.



## **ARTICLE 8 - COMMITTEES**

### **Section 1: Committees of the Board of Directors**

- A. The Board of Directors shall determine the committees deemed proper or necessary to fulfill the objectives and purpose of the Corporation. The President shall appoint committees and designate the Chairperson of the committee. Each committee shall consist of at least three (3) members. All members of the appointed committee shall be members in good standing within the Corporation.
  
- B. Each committee shall provide a monthly report at the regular meetings and shall present their final recommendations to the Board of Directors and members for discussion and/or approval.
  
- C. Each member of a committee shall continue as such until the stated purpose of the committee has been completed unless the committee is terminated, the member is removed from such committee, or they no longer qualify as a member. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointments.
  
- D. 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.
  
- E. The President shall select three (3) members in good standing from the membership to serve on the Nominating Committee. The President shall appoint the Nominating Committee at the January meeting to identify, interview, and secure a slate of candidates for open positions for the next term (May -April). The slate shall be presented at the March meeting and voted on at the April meeting. Nominations from the floor candidacy of qualified members will be accepted during any elections.
  
- F. The President shall select three (3) members in good standing from the membership to serve on the Audit Committee. The President shall appoint the Audit Committee each January to audit the financial records of the Chamber for the previous fiscal year. The committee report shall be submitted each February.

## **ARTICLE 9 - INDEMNIFICATION AND INSURANCE AND AUTHORITY**

### **Section 1: Indemnification**

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

### **Section 2: Insurance**

The Corporation shall purchase and maintain liability insurance for the Corporation and the Officers and Directors of the Corporation.

## **ARTICLE 10 - RECORDS AND REPORTS**

### **Section 1: Contracts**

The Board of Directors may authorize any two members of the Board to enter any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority shall be general or confined to specific instances. No contract involving expenditures above \$500.00 (five hundred dollars) shall be entered into without a quorum vote by the members in attendance at the meeting at which the vote is on the agenda.

### **Section 2: Control of Funds**

All checks, drafts, or other instruments for payment of money or notes of the Corporation shall be signed by one (1) Officer or such other person as shall be determined by the Board of Directors.

### **Section 3: Deposits**

All funds of the Corporation shall be deposited within ten (10) business days of their receipt to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **Section 4: 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.

## **Section 5: 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 at 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.

## **Section 6: Financial Records and Annual Reports**

- A. 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.
- B. The Board of Directors shall cause the funds of the Corporation to be audited annually.

## **Section 7: Annual Budget**

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

## **Section 8: Fiscal year**

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

## **Section 9: Scholarship**

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. These criteria may be changed at any time by the HCCC through a majority vote of the members attending at a regular monthly meeting. The dollar amount of the scholarship may change annually. The amount will be determined by funds available and a vote at a regular monthly meeting of the membership present. A scholarship will be provided until the fund balance is exhausted.

## **ARTICLE 11 – MISCELLANEOUS**

### **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.

## **ARTICLE 12 – CONSTRUCTION**

### **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 13 - NON-DISCRIMINATION POLICY**

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

**ARTICLE 14 - AMENDMENT OF BYLAWS**

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, with approval by a majority of members present at a meeting for which the vote for the amendments/revisions was listed on the agenda for said meeting, unless the Certificate of Formation limits such powers. A Bylaw Review Committee shall be appointed not less than every ten (10) years to complete a thorough review of the existing Bylaws for any changes that might affect the governance of the Corporation.

**CERTIFICATE**

As the duly elected President, I certify that the foregoing document constitutes the revised and approved Bylaws of the Harper Community Chamber of Commerce Corporation.

\_\_\_\_\_  
Paul Urban, President

\_\_\_\_\_  
Date