STONEWALL CHAMBER OF COMMERCE BYLAWS

ARTICLE I

General

Section 1: Name

This organization is incorporated under the laws of the State of Texas and shall be known as the Stonewall Chamber of Commerce, Incorporated, hereinafter referred to as "the Chamber."

Section 2: Purpose

The Chamber is organized to achieve the objectives of: 1) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of members and a concern for their problems; educating the membership and representing them in city, county, state and national legislative and political affairs; preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of the community; 2) Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

Section 3: Limitation of Methods

The Chamber shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II

Membership

Section 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: Requirements for Membership

The Board of Directors (the "Board") shall determine all requirements for membership in the Chamber, including dues and classification of membership. All members must stay in financial good standing with the Chamber; otherwise, their membership privileges are forfeited.

Section 3: Dues

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board, payable annually in advance.

Section 4: Termination (Resignation, expulsion and delinquency.)

a) Any member may resign from the Chamber upon written request to the Board; b) Any membership shall be forfeited for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause by the Board; c) Any member may be expelled by a two thirds vote of the Board, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the

aims or repute of the Chamber. Adequate written notice signed by the complainant shall be provided to the member fourteen (14) days prior to such meeting and reasonable opportunity for a hearing shall be afforded the member.

Section 5: 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.

Section 6: Orientation

At regular intervals, orientation on the purposes and activities of this organization may be conducted for the following groups: new Directors, officers and Directors, committee chairmen, committees and new members. A detailed outline for orientation of each of these groups may be a part of this organization's procedures manual.

Section 7: Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board shall confer or revoke honorary membership by a majority vote.

ARTICLE III

Meetings

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during the first quarter of the fiscal year. The time and place shall be fixed by the Board and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2: Additional Meetings (General membership, Board and committee meetings.)

The President may call additional general membership meetings of the Chamber at any time, or upon petition in writing of any 10% of members in good standing. a) Notice of such meetings shall be mailed to each member at least five (5) days prior to the meeting; b) The Board shall hold one regular meeting each month, unless a regular meeting is determined unnecessary by a majority vote of the Board; c) Special Board meetings may be called by the President or by the Board upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least one (1) day prior to said meeting; d) Committee meetings may be called at any time by the President or by the committee chairman.

Section 3: Quorums

At any duly called general meeting of the Chamber, 25% of members shall constitute a quorum; at a Board meeting, a simple majority (more than 50%) of Directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) members shall constitute a quorum.

Section 4: Notices, Agenda, and Minutes

Written notice of all Chamber meetings must be given at least five days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

ARTICLE IV

Board of Directors

Section 1: Composition of the Board

The Board shall be composed of fifteen (15) members. Newly elected Board members shall serve a three (3) year term. If a Board member resigns from his or her position before this three (3) year term is complete, another member shall be elected to complete this term.

The government and policymaking responsibilities of the Chamber shall be vested in the Board, which shall control its property, be responsible for its finances, and direct its affairs, including hiring of a Chamber administrative assistant and other staff as necessary.

Section 2: Selection and Election of Directors

A. Nominations. At the regular July Board meeting, the President shall request that each Board member bring forward name (s) of candidates to be elected to serve three-year terms to replace the Directors whose regular terms are expiring. At the August Board meeting, each candidate will be asked to attend the meeting, and accept or reject his or her nomination. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Director who has served two consecutive three year terms is eligible for election for a third term, unless, after a good faith effort by all current Directors, nomination of a candidate to fulfill the duties of the Board member whose second term has expired is obtained. In such a case, the Director whose second term is set to expire is eligible for vote for re-nomination for the Board, subject to all normal provisions laid out below. Otherwise, a period of one (1) year must elapse before eligibility is restored.

B. Publicity of Nominations. Upon acceptance by the Board of the nominated candidates, the Chamber shall immediately notify the membership by mail of the names of persons nominated as candidates for Directors and the right of petition as defined below,

C. Nominations by Petition. Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the Chamber. Such petition shall be filed with the Board within ten (10) days after notice has been given of the names of those nominated. The determination of the Board as to the legality of the petition(s) shall be final.

D. Determination. After a review of all petitions filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be presented to the Board at their regular September Board meeting.

E. Balloting. The names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the number of candidates needed to fill all of the vacant Director positions. The Chamber shall mail this ballot to all active members at least 15 days before the annual membership meeting. The ballots shall be marked and returned to the Chamber office in accordance with instructions printed on the ballot. The President shall appoint three (3) Directors to tabulate the ballots and report the results to the Board. The Board shall at the annual membership meeting declare the candidates with the greatest number of votes elected.

Section 3: Seating of New Directors

All newly elected and appointed Directors shall be seated at the regular October Board meeting and shall be participating members thereafter. Each new Director shall be provided with a copy of these bylaws and shall be required to sign a statement by the following meeting acknowledging that they have received and read them.

Section 4: Vacancies

A Director who shall be absent from three (3) consecutive regular meetings of the Board shall automatically be dropped from directorship unless confined by illness or other absence approved by a

majority vote of those voting at any meeting thereof. The Board may fill vacancies on the Board, or among the officers, by a majority vote.

Section 5: Recall

Any Director can be recalled for good cause by the membership in accordance with the due process procedures outlined in Article II, Section 4(c). Upon the recall of any Director, a successor shall be elected at the same meeting.

Section 6: Policy

The Board is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization.

Section 7: Indemnification

The Chamber may, by resolution of the Board, 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 they or any of them are made parties, or a party, by reason of having been officers, Directors or 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 negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V

Officers

Section 1: Determination of Officers

The Board at its regular September meeting shall reorganize for the coming year. At this meeting, the Board shall elect the President, Vice President, Secretary, and Treasurer. Officer nominations may be made only by returning Directors (i.e., those whose directorships are not expiring); however, all Directors may vote in the officer elections. Officers will be elected from returning Directors. Nominations shall be verbal; the elections shall occur by written ballot to be counted by the current President and a winner declared. If the President is a candidate for officer, the Vice President shall count the ballots. All officers shall take office at the October meeting and shall serve for terms of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board.

Section 2. Duties of Officers

A. President. The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board and Executive Committee. The President shall, with the advice and consent of Board, determine all committees, select all committee chairmen, and assist in the selection of committee personnel.
B. Vice President. The duties of the Vice President shall be such as their title by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and the Board. He/she shall preside in the absence of the President.
C. Secretary. The Secretary shall be the chief recording officer of the Chamber.
D. Treasurer. The Treasurer shall keep detailed financial records of the Chamber.

Section 3: Executive Committee

The Executive Committee shall act for and on behalf of the Board when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the President, Vice President, Secretary, and the Treasurer. The President will serve as chairman of the Executive Committee.

Section 4. Indemnification

The Chamber shall, by resolution of the Board, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

ARTICLE VI

Committees and Divisions

Section 1. Appointment and Authority

The Board may establish such committees as are necessary to carry out the goals and objectives of the Chamber, and shall authorize and define the powers and duties of such committees. The President shall appoint all committee chairpersons subject to the advice and consent of the Board. Each committee chairperson shall appoint appropriate committee members.

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

Section 2: Limitation of Authority

No action by any member, committee, division, employee, Director or officer 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.

The President shall discharge committees when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committees.

Section 3: Testimony

Once committee action has been approved by the Board, it shall be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: Divisions

The Board may create such divisions, bureaus, departments, councils, or subsidiary corporations 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 corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

Divisions, bureaus, departments, councils, or subsidiary corporations shall take no action or resolution of any kind having bearing upon or expressive of the Chamber, unless approved by the Board.

ARTICLE VII

Finances

Section 1. Funds

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

Section 2: Disbursements and Record Keeping

Upon approval of the budget, the Chamber Treasurer is authorized to make disbursements on accounts and expenses of less than $2,500 provided for in the budget without additional approval of the Board. Disbursement shall be by check. Checks of $2,500 or greater are to be additionally signed by an officer of the Chamber or any Director authorized by the Board. Proper segregation of duties as prescribed by generally accepted business procedure should be maintained at all times. Preparation of monthly and annual financial and managerial reports and records, and reconciliation of the assets of the Chamber, shall be assigned in compliance with the above segregation of duties.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on the last day of the calendar year.

Section 4: Budget

No later than the March regular meeting, the Board shall approve the budget for the coming year.

ARTICLE VIII

Dissolution

Section 1: Procedure

The Chamber is organized pursuant to the Texas Non-Profit Corporation Act, does not contemplate pecuniary gain or profit to the members thereof, and is organized for non-profit purposes.

Upon dissolution of the Chamber or winding up of its affairs, the assets of the Chamber shall be distributed exclusively to charitable, religious or educational organizations that would qualify under section 501(C)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended.

ARTICLE IX

Parliamentary Authority

Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in. all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

ARTICLE X

Amendments

Section 1: Revisions

These bylaws may be amended or altered by a two thirds (2/3) vote of the Board, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. 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: September 17, 2020