Restated and Amended Bylaws

of the

Rockwall Area Chamber of Commerce
&
Visitors Center

Restated and Amended June 18, 2026

RESTATED AND AMENDED BYLAWS
OF THE
ROCKWALL AREA CHAMBER OF COMMERCE

These Restated and Amended Bylaws (referred to as the "Bylaws") govern the affairs of the ROCKWALL AREA CHAMBER OF COMMERCE, a Texas nonprofit corporation organized as a chamber of commerce organization exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code.

ARTICLE I – NAME AND SELECT DEFINITIONS

Section 1 – Name. This Corporation's name shall be as stated in its Certificate of Formation, as may be amended, on file with the Texas Secretary of State. As of the adoption of these Bylaws, the Corporation's name is the Rockwall Area Chamber of Commerce.

Section 2 – Definitions. Wherever the following terms are used in these Bylaws, they shall have the following meaning:

a) "Act" means and refers to the Texas Business Organizations Code, Chapter 22 or such other Chapter as is applicable to the specific Bylaws where the Act is referenced;

b) "Chamber," "Chamber of Commerce," or the "Corporation" means the Rockwall Area Chamber of Commerce. The Chamber may also do business under such other names as the Board of Directors may approve.

c) "Board of Directors" or the "Board" means the Board of Directors of the Chamber.

d) "Executive Committee" means and refers to the Executive Committee of the Chamber and is comprised of the Chair of the Board, the Chair Elect, the Immediate Past Chair, the Secretary, the Treasurer, and the President/CEO (non-voting).

e) "Chair" means the Chair of the Board of the Chamber as described in Article VI, Section 4a) of these Bylaws.

f) "Member" means a member of the Chamber as described in Article III of these Bylaws.

g) "Member in Good Standing" means a Member of Chamber whose application has been accepted by the Chamber and who is current in dues (as determined by the Chamber in accordance with its dues-payment policies and practices) and continues to support the mission of the organization as determined by the Board or its designated officers. A Member is not in good standing if the Member is under suspension for conduct-related review, as provided in these Bylaws.

ARTICLE II – PURPOSE AND OBJECTIVES

Section 1 – Purpose. The Chamber is organized exclusively to perform activities of a chamber of commerce as described in section 501(c)(6) of the Internal Revenue Code and related Treasury Regulations to advance the purposes set forth in the Chamber's articles of organization, as may be amended from time to time. The Chamber is not organized for profit and no part of the net earnings of the Chamber shall inure to the benefit of any private shareholder or individual.

Section 2 – Objectives. The objectives of the Chamber are to perform activities to advance the Purpose for the benefit of the Chamber's Members and business communities served by the Chamber. The objectives of the Chamber will be advanced by, but not limited to, the following:

(1) to develop, encourage, promote, and protect the business, industrial, professional, financial, agricultural, and general interests of Rockwall County, Texas, its communities, and trade territory;

(2) to promote the civic interests and general welfare of its communities;

(3) to extend and promote trade, commerce, and tourism;

(4) to foster and encourage the development of other resources for the entire County and its business communities;

(5) to support and encourage the development of laws and regulations desirable for the betterment and benefit of the Chamber's Members and other local community participants and interests; and

(6) to provide a forum and a common voice reflecting the sentiments of the business community regarding matters affecting the Chamber's interests.

Section 3 – Limitations of Methods and Compliance. The Chamber shall be non-partisan and non-sectarian. The Chamber shall take no part in, nor lend its direct or financial support to the election or appointment of any candidate for public office. The Chamber endeavors to observe and comply with all local, State, and Federal laws applicable to the Chamber's organization and operations.

ARTICLE III - MEMBERSHIP

Section 1 – Classification. Any person, association, corporation, partnership, sole proprietorship, estate, or other lawful business organizational form having an interest in the objectives of the Chamber shall be eligible to apply for membership. All members are subject to dues requirements, unless otherwise determined by the Board, and must meet all membership criteria that may be established by the Board and published by the Chamber from time to time.

Section 2 – Other Award Categories . The Board may establish other award- or achievement-focused membership categories as the Board may determine, such as to honor an individual or company who has performed acts or deeds so exceptional on behalf of the betterment of the Chamber's ideals and purposes as to be recognized by the Chamber. If award- or achievement-focused membership is bestowed upon an individual or company, the Board may remove the membership status if, in the determination of the Board, the member cannot be contacted or for any other reason that is in the best interest of the Chamber. All award- or achievement-focused memberships shall be non-voting, unless the member applies and is accepted for and pays dues applicable for a standard membership category. The term "member" as used in these Bylaws does not include Honorary Members.

Section 3 – Investment. Membership investment schedules or dues shall be set at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors and shall be paid annually in advance. The Chamber shall be entitled to establish dues-payment protocols as are appropriate for the efficient and effective management of membership status in the Chamber. Subject to payment of applicable investment or dues amounts applicable to the Member, all memberships shall be on a continuous basis from year to year without renewal application, unless the Chamber requests reapplication for qualification or other legitimate purposes.

Section 4 – Conduct of Members. Each Member or applicant for membership may be required to acknowledge receipt of and commitment to honor a Code of Conduct that the Board of Directors may prescribe for membership qualification or retention. Such conduct expectations may be made part of the Chamber's membership application process and/or published on the Chamber's website and reported to the membership for attention, use, and adherence as a requirement for membership in the Chamber.

Section 5 – Voting Rights.

a) Each Member of the Chamber in good standing is entitled to one (1) vote in any election or Membership meeting.

b) Each Member may be required to designate in writing the name and title of its Member representative who shall be the Member (if the Member is an individual) or an owner, officer, or employee of the Member (if the Member is a business entity) who shall be entitled to act officially on behalf of the Member in all matters presented by the Chamber.

c) If the representative ceases to be affiliated in any such capacity with the appointing Member, the individual's official relationship with the Chamber as a designated representative of the Member ceases simultaneously, unless the Chamber determines otherwise.

d) A Member may change its designated representative by written notification to the Chamber.

e) Members are responsible for ensuring their representative contact information is current for notices from the Chamber.

Section 6 – Application. Application for membership in the Chamber shall be made to the Chamber as the Chamber may direct. The applicant shall furnish all information necessary to determine eligibility for membership. Chamber management, under the supervision of the CEO, is responsible for reviewing applications and, where appropriate, qualifying each applicant as a member of Chamber. No application will be denied based on race, creed, color, religion, national origin, or any other protected-class factor or classification. Membership shall become effective upon payment of the regularly scheduled investment as provided in Section 3 above.

Section 7 – Termination of Membership. Membership in the Chamber shall continue until terminated in one of the following ways:

a) Resignation in writing by the Member.

b) Termination for nonpayment of dues after ninety (90) days when due. Subject to direction otherwise from the Board, the Chamber may allow an additional grace period, as may be determined by the President/CEO.

c) Termination by the Board for conduct that, in the determination of the Board, violates the bylaws, is unbecoming of a Member, or is prejudicial to the objects and purposes of the Chamber.

d) Death of the Member, if the Member is an individual, or cessation of business, if the Member is a business organization.

e) Dissolution of the Chamber.

Section 8 – Procedures for Conduct Unbecoming.

a) Any Member whose membership is designated for termination for conduct unbecoming or prejudicial to the Chamber shall be provided with not less than ten (10) days' written notice of the Board's intention to consider termination for those reasons. The notice shall be sufficient if delivered to the Member via email given by the Member to the Chamber for general communication purposes from the Chamber.

b) The Member shall be given opportunity to contest the proposed termination in writing or in person before the Board of Directors (as determined by the Chamber in its sole discretion).

c) An "in person" opportunity to contest shall include a hearing held by electronic communications technology in a fashion pursuant to which the participants have the opportunity to read or hear the proceedings substantially concurrently with their occurrence.

d) The proceedings shall not be video or audio recorded. The hearing procedures shall be determined exclusively by the Board or its officers with authority for such purposes, and the Board's determination on the matter shall be final and not subject to appeal.

e) The above hearing procedures shall not apply to other terminations of membership, including termination for nonpayment of dues.

Section 9 – Suspension. When a Member commits or is reported to have committed conduct unbecoming or prejudicial to the Chamber, then the Chamber, by and through its CEO or the Board, may suspend such Member from participating in all or any one or more of the Chamber's activities or events, pending the completion of the Board's hearing procedures. The Member whose membership is suspended shall be informed of the suspension, its scope, and duration.

Section 10 – No Refund. Any Member whose membership is suspended or terminated pursuant to the above procedures shall not be entitled to a refund of dues paid, unless determined otherwise by the Board.

Section 11 – Non-Transferable. Except as provided herein, membership in the Chamber shall not be sold, assigned, or transferred in any manner. A Member may, however, change its classification, and a Member may change its designated representative by written notification to the Chamber's CEO, President, or Secretary. In the event of the sale of a Member business organization, membership may be assumed by the purchasing business for the remainder of the membership year.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1 – Annual Meetings. The annual meeting of the Chamber shall be held during the first quarter of the calendar year unless the Executive Committee or the Board approves an exception. The annual membership meeting may be held in conjunction with the Chamber's annual banquet or other Chamber-sponsored event. The Board shall fix the time and place, and notice thereof shall be given to each member at least ten (10) days before said meeting.

Section 2 – Membership Meetings. General membership meetings other than the annual meeting may be called by or at the direction of (1) the Board of Directors, (2) the Chair with prior approval of the Executive Committee, or (3) members constituting not less than one-tenth of the membership in the Chamber who shall have signed a petition authorizing the call of the membership meeting. These procedures shall be the sole procedures in which special meetings of the Chamber membership may be called. The notice of the meeting of the members shall be written and shall contain the place, date, and time of the meeting and, if the meeting is a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered to each member entitled to vote at the meeting not later than the 10th day and not earlier than the 60th day before the date of the meeting and pursuant to the notice provisions of these bylaws.

Section 3 – Quorum. When a meeting of the membership has been properly noticed, those Members in good standing and present at the meeting shall comprise a quorum. A majority vote of Members in good standing present at the meeting at which a quorum is present shall be sufficient to constitute an act of the membership.

Section 4 – Agenda and Meetings. An agenda and minutes shall be prepared for all official and duly noticed meetings of the Members.

ARTICLE V - BOARD OF DIRECTORS

Section 1 – Management. The Board of Directors shall manage and govern the affairs of the Chamber.

Section 2 – Composition.

a) The powers of the Chamber shall be exercised by or under the authority of, and the property and business affairs of the Chamber shall be managed under the direction of a board of at least ten (10) and not more than twenty (20) Directors, as may be determined by the Board from time to time, provided that the number of Directors shall not be decreased to less than three and no decrease in the number of Directors shall have the effect of shortening the term of an incumbent Director. The President/CEO shall be a non-voting member of the Board of Directors; provided, however, the Board may convene meetings without notice to or participation of President/CEO.

b) Subject to the limit of 20 Directors, the Chair-Elect may nominate up to three (3) additional one-year Director appointments, which nominations will be presented to the Board of Directors for ratification or declination to serve, in whole or in part.

c) All Directors must be affiliated with a Member in good standing (i.e., such as individual Member or owner, manager, employee, or other representative of a business organization Member) and have agreed to accept the responsibility of directorship.

d) In addition to the Directors elected by the Members, the individual appointed and voted by the Board to serve as Chair-Elect will be placed into a three-year term, serving as Chair-Elect, Chair of the Board, and then Immediate Past Chair, unless removed by the Board.

Section 3 – Duties of Board. The Board may exercise all such powers of the corporation and do all such lawful acts and things as are directed or required to be exercised or done by statute, the Articles of Incorporation, or these Bylaws. The Board is responsible for establishing procedures and formulating and adopting the policy of the Chamber. These policies shall be maintained in a policy manual, which shall be reviewed and revised as necessary or appropriate.

Section 4 – Duty of Directors.

a) Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Chamber. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances.

b) In the discharge of any duty imposed or power conferred on Directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Chamber or another person that were prepared or presented by a variety of persons, including officers and employees of the Chamber, professional advisors or experts such as accountants or attorneys.

c) A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

d) Directors are not deemed to have the duties of trustees of a trust with respect to the Chamber or with respect to any property held or administered by the Chamber, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 5 – Ex Officio Directors. The Board may approve the appointment of community leaders to serve as ex officio members of the Board. Candidates for ex officio service may be presented to the Board by the current Chair with the approval of the Executive Committee. Ex officio members are expected to provide insights, services, and support to the Board and its affairs as may be requested by the Board. Ex officio members of the Board have no set term limits and are not entitled to notice of Board meetings, although they may be notified, and any one or more of such ex officio members may be added or removed at any time, for any or no reason, upon the majority vote of the Board. At the discretion of the Board Chair or upon majority vote of the Board, any one or more of such ex officio members may be excluded from any meeting of the Board. Ex officio members may designate a representative to serve in the ex officio member's capacity, unless the Board determines otherwise. Ex officio members do not count towards the number of Directors necessary to constitute a quorum of the Directors and shall not have the duties or liabilities of a Director.

Section 6 – Nominating Committee for Directors.

a) The election of Directors to the Board of Directors is usually accomplished by the end of November of each year, and each elected Director shall take office on January 1st of the year following the election.

b) Generally, no later September 30th, the Chair shall recommend at least five (5) and no more than nine (9) members of the Chamber, each of whom shall be a current or past Board Member, to constitute a Nominating Committee to be ratified and approved for appointment by the Board. The Chair-Elect will serve as Chair of the Nominating Committee. The President/CEO and Chair shall serve as ex officio members of the Committee. The President/CEO shall be a non-voting.

c) The Nominating Committee shall aspire to achieve Board candidates that, along with other serving Directors, reflect a balance in the representation of the membership; that is, having and recruiting Director candidates from small and large businesses, from varying sectors (such as manufacturing, retail, services, technology, utilities, etc.), and representing different communities within the Chamber's service area.

d) If and as directed by the Board, the President shall notify the membership (via email) or will otherwise publish, a notification that applications for Director positions are being accepted and that the Nominating Committee will make nominations for a slate presentation to the Board of Directors. Candidate information must be submitted in writing to the President generally within two weeks after notice is sent, unless directed otherwise by the Board. Self-nominations may be permitted upon such conditions as the Board approves.

e) Within a reasonable time before the Board meeting held in November, unless extension is approved by the Board, the Nominating Committee shall present to the President/CEO a slate of candidates to serve three-year terms to replace the Directors whose regular terms are expiring or to fulfill the remaining terms for Directors who have vacated their Director position that have not been filled otherwise pursuant to these Bylaws. The President/CEO will ensure that the Nominating Committee's slate is presented to the Board of Directors for review and approval at the Board meeting held in November.

f) Promptly after the Board approves the slate of Director candidates, the President/CEO shall notify the membership by electronic mail of the names of persons nominated as candidates for Directors and the right of petition.

g) Additional names of candidates for Directors can be nominated by a petition bearing the signatures of at least twenty-five (25) members in good standing of the Chamber. Such a petition shall be filed with the Chamber within (7) calendar days after notice has been given of the slate of candidates approved by the Board. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

h) If no petition is filed within the designated period, the nominations shall be closed and the slate of candidates approved by the Board for publication to the membership shall be declared elected by the Board of Directors at its next regular Board Meeting.

i) If a petitioner presents additional candidates via a qualified and timely-submitted petition, the Board shall reconvene within ten (10) days of receipt of the petition to determine whether any adjustments to the slate of Director candidates should be revised to include one or more of the petitioner's proposed candidates. The Board's determination shall be by a two-thirds (2/3) vote of the Directors at a meeting at which a quorum is present, and the Board's determination shall be final. The Board's vote on the matter may be accomplished by secret ballot to be presented, collected, and counted by the President/CEO and the Chair of the Board and such other representative as the Board may appoint for these purposes. Upon confirmation of results, the slate of candidates approved by the Board shall be published to the membership by the President/CEO and declared elected by the Board of Directors.

Section 7 – Tenure for Directors. The term of office for an elected Director will be three (3) years, except that the Board by majority vote may shorten the term for any prospective elected position to attain the result that approximately one-third (1/3) of the terms of the elected Directors shall expire each year, and no elected Director may serve more than two terms (6 years). After a lapse in elected service of one (1) year, eligibility shall be considered fully restored.

Section 8 – Board of Directors Meetings. The Board of Directors shall have regular meetings at least six (6) times per year, or meetings may be called by the Chair or upon the written request of three members of the Board of Directors. Notice shall be given to each Director at least one day prior to the meeting.

Section 9 – Actions of the Board. The Board shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board. The Board may utilize a Consent Agenda, and by doing so, the Board has consented to the consideration of certain items as a group under a single or combined motions. The Board may ratify an applicable Consent Agenda at the next regular or special meeting of the Board.

Section 10 – Presumption of Ascent. When the Board votes on anything, all Directors present shall be deemed to have voted for the action, unless a Director's dissent is specifically noted in the minutes. If the secretary of the meeting refuses to note a dissent in the minutes, the dissenting Director shall deliver a record of dissent to the Secretary within one (1) business day after Board adjourned the meeting. A Director may not vote by proxy.

Section 11 - Vacancies and Removal. In the event of a vacancy among the elected Directors, the Chair shall appoint a replacement, subject to the approval of the Board of Directors, to fill the unexpired term of another Director. A Director may be removed from office with or without cause by an affirmative vote of two-thirds of the Board at a duly noticed meeting at which a quorum is present. The notice of the meeting shall state that the issue of possible removal or suspension of the Director will be on the agenda. Failure of a director to attend three consecutive unexcused meetings of the Board may result in removal from the Board. The determination of whether an absence is excused shall be made by the Board in its sole discretion.

Section 12 – Action by Written Consent without a Meeting. An action of the Board or the Executive Committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by at least two-thirds (2/3) of all the Directors or committee members unless a greater number is required by law or these Bylaws to take the proposed action at a meeting at which all the Directors or committee members are present and voting. The consent must state the date of each Director's or committee member's signature. Such consent may be given electronically and individually or collectively. Prompt notice of the taking of an action by directors or committee members without a meeting by less than unanimous written consent shall be given to each Director or committee member who did not consent in writing to the action.

Section 13 – Conflict of Interest.

a) Any director or officer having an interest or conflict in a transaction presented to the Board for authorization, approval, or ratification shall make a prompt, complete, and frank disclosure of his or her interest to the Board prior to its acting on such transaction. Such disclosure shall include any relevant and material facts, known to such person, about the transaction which might reasonably be construed to be adverse to the Chamber's interest. The Board shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist.

b) If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction, nor shall the Director be counted in determining the quorum for the meeting or that portion of the meeting. The minutes of the meeting will, upon request, reflect that a disclosure was made, the action taken with respect to such disclosure, and, if applicable, the abstention from voting and the presence of a quorum.

c) No contract or transaction between the Chamber and one or more of its Directors or officers, or between the Chamber and any other corporation, partnership or association or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

    1. The material facts concerning the financial interests are disclosed to the Board and the Board authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors; or

    2. The contract or transaction, after all material facts concerning the financial interests are disclosed, is fair to the Chamber at the time of the approval.

d) Nothing herein shall prevent retroactive approval of a transaction. Common or interested Directors of the Chamber may be included in determining the presence of a quorum at a meeting of the Board or a committee of the Board that authorizes the contract or transaction.

Section 14 – Indemnity.

a) A Director or officer is not liable to the Chamber for monetary damages for an act or omission in the Director's or officer's capacity except to the extent otherwise provided by a statute of the State of Texas.

b) The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any person who was or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer, Director or other agent or person related to the Chamber as provided by and subject to the limitations and procedures of the Act and common law governing indemnification by the Chamber as a nonprofit corporation. The Board of Directors shall have the power and authority to define the requirements and limitations for the Chamber to indemnify Directors, officers or others related to the Chamber to the extent permitted by applicable law.

Section 15 – Compensation. Directors may not receive compensation for their services as a Director. A Director shall be entitled to reimbursement for reasonable expenses incurred in carrying out duties as a Director, including any cost incurred to attend the meetings, if approved by the Board. A Director may also serve the Chamber in any other capacity and receive compensation for those services as permitted by law.

ARTICLE VI – EXECUTIVE OFFICERS

Section 1 – Time of Election. Following the annual election of Directors, the Board of Directors shall elect the Chair, the Chair-Elect, a Treasurer, and a Secretary to conduct the activities of the Chamber following or in conjunction with the election of the Board. The Immediate Past Chair of the Board shall serve one additional year as a member of the Board and the Executive Committee, and if, following such one-year of service, the person has remaining years of service, either through applicable re-appointment as a Director or otherwise, the person shall be permitted to complete such service to and term as a Director on the Board.

Section 2 – Nominating Committee for Officers. The officers of the Chamber shall be elected from a slate nominated by the same nominating committee appointed by the Chair to select the Board nominations during the fourth quarter of the year. The Board of Directors shall choose a Chair, Chair-Elect, Treasurer, and Secretary as deemed necessary to conduct the business of the organization; all of whom shall take office effective January 1.

Section 3 – Term of Office and Vacancy. All officers shall serve for one year or until their successors are selected and qualified. In the event of a vacancy in any of the offices, the Board may fill said vacancy by appointment of the Chair with a majority vote of the Board. The appointed officer shall serve the office for the unexpired portion of the predecessor officer's term.

Section 4 – Duties of Officers

a) **Chair**. The Chair serves as the chief elected and top-ranking officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board, and Executive Committee. The Chair works with the officers to develop Board agendas and to ensure the efficient and proper administration of Board meetings. The Chair shall perform all duties incident to this office and recommend such action as deemed necessary to increase the efficiency and usefulness of the Chamber. The Chair shall have the authority to sign all contracts, notes, or other obligations of the Chamber when so authorized by the Board of Directors. The Chair shall, with the advice and counsel of the Chair-Elect and President/CEO, determine all committees, select all committee leaders, and assist in the selection of committee personnel, subject to approval of the Board.

b) **Chair-Elect.** The Chair-Elect shall exercise the powers and authority and perform the duties of the Chair in the absence, refusal, or inability of the Chair to serve. The Chair-Elect shall direct the work of the committees, divisions, and subsidiary corporations assigned to them. The Chair-Elect shall also serve as Chair of the Nominating Committee.

c) **Immediate Past Chair.** The Immediate Past Chair shall aid the Chair in the performance of the Chair's responsibilities.

d) **Treasurer**. The Treasurer shall be responsible for ensuring the Chamber has sufficient policies, procedures, and practices for safeguarding of all funds received by the Chamber and for its proper disbursement. Such funds shall be kept on deposit in financial institutions, or if otherwise invested, the investment must be approved by the Executive Committee. Expenditures shall made in compliance with the Board-approved expenditure or spending policy adopted for the Chamber. With the assistance of the President/CEO, the Treasurer shall present financial reports to the Board of Directors and ensure that the President/CEO maintains a running report on the financial condition of the organization throughout the fiscal year. The Treasurer will assist the President/CEO in the preparation of an operating budget covering all activities of the Chamber for presentation to the Board for review and approval.

e) **Secretary**. The Secretary shall: (a) Give or cause to be given all notices as provided in the Bylaws or as required by law; (b) Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records; (c) Maintain custody of the corporate records and of the seal of the Chamber; (d) Keep a register of the mailing address of each Director, officer, and employee of the Chamber; (e) Perform duties as assigned by the Chair or by the Board of Directors; and (f) Perform all duties incident to the office of Secretary.

f) **President/CEO.** The President/CEO shall be the chief administrative and executive officer responsible for the administration of the Program of Work and responsible for hiring, discharging, directing, and supervising staff. The President is charged with carrying out the policies of the Chamber as determined by the Officers and Board of Directors. Unless determined otherwise by the Board, the Executive Committee shall fix the salary and other considerations of his/her employment. The President is charged with carrying out the policies of the Chamber as determined by the Officers and Board of Directors, and is charged with the general supervision and management of the office and business affairs of the Chamber. The

President/CEO shall serve as a non-voting member of the Board of Directors. The President/CEO shall be responsible for the staff's preparation and delivery of notices, agendas, and minutes of the meetings of the Board and to members. The President/CEO shall be an ex officio, non-voting member of the Board, the Executive Committee, and all other committees.

Section 5 – Executive Committee. The Chair of the Board, the Chair-Elect, the Immediate Past Chair, the Secretary, the Treasurer, and the President/CEO shall constitute the Executive Committee of the Chamber. The President/CEO shall be a non-voting member. The Executive Committee shall have all authority of, and shall act for and on behalf of the Board of Directors when the Board is not in session and shall be accountable to the Board for the Executive Committee's actions; provided, however, the Executive Committee shall have no authority to amend the Bylaws without approval from the Board as provided in Article XIII of these Bylaws.

Section 6 – Meetings. The Executive Committee shall meet from time to time as called by the Chair or any three members of the Committee.

Section 7 – Removal of President/CEO. Subject to requirements of applicable law and any contractual obligations or restrictions on the Chamber, the President/CEO may be removed with or without cause, upon the recommendation of the Executive Committee, by the affirmative majority vote of the elected directors then in office at any regular or special meeting of the Board. Meetings of the Executive Committee and/or the Board to consider the employment of the President/CEO may be called without notice to or attendance of the President/CEO.

ARTICLE VII – COMMITTEES AND DIVISIONS

Section 1 – Committees

a) The Chair, by and with the approval of the Board, shall appoint all standing committees and committee leaders (excluding the Executive Committee and any Finance Committee). The Chair may appoint such ad hoc committees and their leaders as deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at the direction of the Chair and shall serve concurrently with the term of the appointing Chair, unless the Board approves a different term.

b) Each committee may submit its choice for committee chair to the incoming Chair of the Board. Upon approval of the program of work, the Chair of the Board will finalize the committee chair appointments. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board, and carry on such activities as may be delegated to them by the Board.

c) The Executive Committee may refer matters brought before it to a standing committee, to any committee it shall designate, or to the Board of Directors for consideration and/or action. If the Board delegates any of its authority to a committee, the majority of the committee shall consist of Directors.

d) The Executive Committee may serve as the finance committee, or the finance committee may be delegated to a committee composed of the President/CEO, the Chair of the Board, the Immediate Past Chair, the Treasurer (who shall act as its Chair), and one member at large chosen by the Treasurer. The Committee shall approve all accounting procedures, and shall audit or call for an external audit of the books and accounts of the Chamber, as may be directed by the Board, and shall report the findings of such audit to the Board.

e) Expenditures not included in or that exceed the approved budget for the fiscal year should be submitted to the Executive Committee or, if constituted, the Finance Committee, whose recommendation shall, in turn, be submitted to the Board for consideration. The President/CEO is responsible for promptly reporting expenditures that do not comport with the approved budget for the fiscal year.

<u>Section 2 – Special Committees.</u> The Board may create and define the powers and duties for such divisions, bureaus, departments, councils, or subsidiary corporations (generally, "internal entities") as the Board deems advisable to handle the work or to advance the objectives of the Chamber. The Board may review, approve, adjust, or discontinue all activities and programs of such internal entities as the Board determines appropriate, including for the collection and disbursement of funds relating to each internal entity. No such internal entity shall have the authority to act for or on behalf of the Chamber, unless approved by the Board or within the scope of authority expressly delegated to such internal entity by the Board.

<u>Section 3 – Limitation of Authority.</u> Committees and/or other internal entities shall be discharged by the Board 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 and/or entities. No committee shall have the authority of the Board to:

a) Amend the Certificate of Formation;

b) Adopt a plan of merger or a plan of consolidation with another Chamber;

c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Chamber;

d) Authorize the voluntary dissolution of the Chamber;

e) Revoke proceedings for the voluntary dissolution of the Chamber;

f) Adopt a plan for the distribution of the assets of the Chamber;

g) Amend, alter, or repeal the Bylaws;

h) Elect, appoint, or remove a Director, an officer, or a member of a committee;

i) Approve any transaction to which the Chamber is a party and that involves a potential conflict of interest;

j) Spend or authorize expenditure of funds of the Chamber without approval; or

k) Take any action outside the scope of authority delegated to it by the Board or these Bylaws.

<u>Section 4– Committee Funds.</u> The President/CEO is responsible for engaging, where the President/CEO or the Board deems appropriate, committees for Chamber-related money-raising or self-funding events planned during the year by the Chamber. All funds collected through such events are assets of the Chamber and must be deposited into accounts approved by the Chamber. Committee fund balances are assets of the Chamber and are not the property of individual committees.

<u>Section 5– Termination of Status.</u> The Board of Directors, in its sole discretion, may terminate the existence of or its relationship with any of the divisions, bureaus, departments, councils, subsidiary corporations, or committees. The Board may, according to applicable law, combine, reorganize, or redefine any of such entities as the Board deems to be in the best interest of the Chamber.

<u>ARTICLE VIII – FINANCIAL</u>

<u>Section 1 – Fiscal Year</u>. The fiscal year of the Chamber shall begin on the first day of January and end on the last day of December each year.

<u>Section 2 – Bonding.</u> The President/CEO and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber. The fiscal year of the Chamber begins January 1 and ends December 31 (calendar year).

Section 3 –Audit. Accounts and procedures will be audited by an external auditor from time to time as approved by the Board and will be periodically reviewed by the Executive Committee and Finance Committee. Additional audits may be requested by the Executive Committee or the Board.

Section 4 – Budget. Before the end of the fiscal year, the President/CEO, in collaboration with Treasurer, shall prepare and submit to the Board for review and approval, a proposed operations budget for the forthcoming year.

Section 5 – Revenues and Disbursements. Upon approval of the budget, disbursements may be made on accounts and expenses provided for in the budget without additional approval by the Board.

ARTICLE IX – PARLIAMENTARY PROCEDURE

The proceedings of the Chamber shall be governed by rules and processes that are legally compliant and, as in good faith determined by the Board of Directors, fair and reasonable.

ARTICLE X – NOTICES

a) Any notice required or permitted by the Bylaws to be given to a Member, a Director, officer, or committee member of the Chamber may be given in any manner allowed by the Act, including by electronic communications (such as email) designated by the person for receiving official communications from the Chamber. An email address or other electronic communications address such as a facsimile number, provided by a Member through application or for the purpose of receiving general information and materials from the Chamber shall constitute the address of such member for the purpose of the provision and receipt of any and all notices and other materials from the Chamber, unless the Member notifies the President or Secretary of the Chamber otherwise in writing.

b) If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Chamber, with postage prepaid and in a sealed wrapper. If notice is served by facsimile, e-mail or other electronic means, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number, e-mail address or other electronic address.

c) A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to Chamber. Without a preference designation, the person serving the notice shall give notice as permitted by these Bylaws. By affiliation with this Chamber, each Member and each Director, officer and committee member agrees to accept and abide by such notification procedures.

d) Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

e) The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XI – MEETINGS BY ELECTRONIC MEANS

The Members, the Board and any committee of the Chamber may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear or communicate with each other on a concurrent basis. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a meeting by conference call or other electronic means constitutes presence of that person at the meeting.

ARTICLE XII – AMENDMENTS

a) These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors at any regular or special membership meeting of the Board, or by a majority vote of those members present at any regular or special membership meeting of the Chamber, provided notice of the meeting includes the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be amended. Alternatively, the notice may include a fair summary of those provisions.

b) Proposed changes shall be submitted to the Board or the members, as applicable, in writing at least ten (10) days in advance of the meeting at which they are to be considered. Notice to the Board or the Members, as applicable, shall be sufficient if the proposed changes are published and posted electronically in Chamber communications and/or website at least ten (10) calendar days before the voting date and the notice informs the recipient where the proposed changes are located for inspection.

c) In the event the Board of Directors adopts an amendment to these Bylaws, the Secretary shall promptly announce the amendment in a publication or notice sent to the Members.

ARTICLE XIII – DISSOLUTION

Upon dissolution, all Chamber assets shall be distributed to one or more charitable, educational, scientific or philanthropic organization(s) qualified as exempt from taxes under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code, or, as permitted by the Treasury Regulations governing the Chamber, to one or more organizations qualified as exempt from taxes under of the Internal Revenue Code that serves similar purposes as this Chamber. Any recipient organization and the manner and extent of distribution shall be determined by the Board of Directors per Texas law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County in which the principal office of the Chamber is then located, exclusively for such purposes or to such organization or organizations (or to the federal government, or to a state or local government, for a public purpose), as the Board of Directors of the Corporation shall determine.

ARTICLE XIV –MISCELLANEOUS

Section 1 – Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 2 – Legal Construction. If any Bylaws provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Section 3 – Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Section 4 – Gender. Wherever the context requires, words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, singular words shall include the plural, and plural words include the singular.

Section 5 – Seal. The Board may provide for a corporate seal.

Section 6 – Parties Bound. Except as expressly provided herein, the Bylaws shall be binding upon and inure to the benefit of the Corporation's Sole Member, Directors, officers, committee members, employees, and agents, and their respective heirs, executors, administrators, legal representatives, successors, and assigns.

Section 7 – Electronic Signatures. To the fullest extent permitted by the Act and other law, including the Texas Uniform Electronic Transactions Act, electronic signatures (such as e-mail or other electronic transmissions) of the Members, Directors, officers and committee members, as between each other or each of them and the Chamber, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by these Bylaws, unless a Board member or officer submits a written refusal to conduct any or certain transactions by electronic means.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of the Chamber and that the foregoing Bylaws, comprised of fifteen (15) pages, including this page, constitute the Bylaws of the Chamber as duly adopted and made effective by the Board of Directors at a meeting held on June 18, 2026.

Sign: ____________________________
Name: ___________________________
Secretary of the Chamber

DATED: _________, 2026.