

**The Dripping Springs Chamber of Commerce
By Laws**

Article I
Name

The name of this organization shall be the Dripping Springs Area Chamber of Commerce.

Article II
Mission Statement

The mission of the Dripping Springs Area Chamber of Commerce is to provide business leadership and advocacy for the continuous improvement of the economic environment.

Article III
Limitations

The Chamber, in its activities shall take no part in or lend its influence to the election or appointment of any candidate for federal, state, county or city office. The Chamber shall not endorse any political candidate or political party, nor shall it take part in any religious discussion. It may, however, act on any political question or issue that directly or indirectly affects the welfare of the organization and of its members, or the City of Dripping Springs and its contiguous territory. This limitation shall not be construed as limiting the right of any Member or Member Representative of the Chamber to exercise his or her personal right of citizenship by engaging in political, sectional, sectarian or partisan activities.

Article IV
Limitations of Methods

The Dripping Springs Area Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501 (C) (6) of the Internal Revenue Code.

Article V
Membership

Section 1. Any firm, association, corporation, partnership, individual, or estate may subscribe to membership in the Dripping Springs Area Chamber of Commerce.

Section 2. Any firm, association, corporation, partnership or estate eligible to membership may acquire more than one membership by payment of the annual dues of each such membership, and may designate the number of associates assigned to the selected membership tier level to represent each membership, subject to the approval of the Board of Directors.

Section 3. Each “member” (as defined in section 1) in good standing shall be entitled to cast only one vote.

Section 4. Any firm, association, corporation, partnership or estate holding one or more memberships shall have the right at any time to change any or all of its representatives upon written notice to the Chamber of Commerce.

Section 5. The annual membership dues and renewal dates shall be set by the Board of Directors.

Section 6. Application for membership shall be made in writing to the Board of Directors and the application shall be regarded as an indication on the part of the applicant of his interest in the objectives of the Chamber, and of his adherence, if elected, to its by-laws, rules and regulations. The Board of Directors reserves the right to approve membership with a majority vote.

Section 7. The Board of Directors may expel members by a two-thirds vote of all directors present. Any expelled member shall have the right to appeal to the entire Chamber, and upon his written request, he must be allowed to make such an appeal at the next annual meeting or special meeting within thirty (30) days of such a request.

Section 8. Members may be expelled by the Board of Directors for cause or for non payment of dues or budget subscriptions after such dues or budget subscriptions have been in arrears for a period of three consecutive months and after written notice to the member that suspension is scheduled for the first of the following month.

Article VI Meeting

Section 1. The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable.

Section 2. At all membership meetings, 25 percent (25%) of the members in good standing shall constitute a quorum.

Section 3. Notice of both regular and special meetings shall be given to each member in person or by mailing notice to the last known post office address and/or electronically at least five (5) days in advance of the day of meeting.

Article VII
Board of Directors

Section 1. The government of the Chamber of Commerce shall be vested in a Board of Directors consisting of no less than seven (7) and no more than nine (9) members, which will include the Chairman, Vice Chairman, Treasurer, and Secretary. The Board of Directors shall plan, direct, and supervise the activities and business of the Chamber of Commerce.

One third of the directors shall be elected by membership for a term of three (3) years. A qualified treasurer shall be elected by the membership, separately, for a term of three (3) years. If candidate(s) is not qualified, the Directors shall have the power to fill the position. Within thirty (30) days after the election, the Board of Directors shall meet, qualify, and elect a chairman, vice chairman, and secretary. The Directors shall have the power to fill all vacancies due to resignations and/or unfinished terms.

The Board of Directors shall meet not less than once each month, and shall submit in writing at the annual meeting a full report of the work and the finances of the organization.

Section 3. Members of the Board of Directors of the Dripping Springs Area Chamber of Commerce shall be nominated and elected in the following manner:

The Board of Directors shall nominate, from the members of the Chamber of Commerce, as many as there are vacancies on the remaining Board of Directors. The list of nominations shall be filed with the Secretary not later than October 20. All nominees shall be members in good standing of the Chamber.

The Executive Director shall distribute to all members in good standing of the Chamber of Commerce not later than October 20, a list of the nominees with space provided on the ballot for write-in votes. All ballots shall be returned no later than November 1.

All voting shall be by ballot. The number of nominees, corresponding with the number to be elected, who receives the most votes, shall be declared elected.

The Chairman, Executive Director and a member in good standing shall validate ballots, supervise, tabulate, and certify the results of the election not later than November 10. New board members shall be announced no later than November 15 of each year.

Section 4. The Board of Directors shall meet at least once each month, the time to be fixed by the incoming Board. Absence of a board member from any three (3) consecutive regular meetings, without an excuse deemed valid by the Board of Directors, shall be construed as a resignation and the position

will be declared vacant. Appointment to fill the vacancy will be made by the Chairman with the advice and consent of the Board of Directors.

Section 5. A majority of the board of Directors shall constitute a quorum at any meeting.

Section 6. The Board of Directors shall hire the Executive Director of the Chamber, who shall function as the chief administrator of the Chamber. It shall be the duty of the Executive Director to conduct the official correspondence, preserve all books, documents and communications, keep books of accounts, and maintain an accurate record of the Chamber, the Board of Directors and all committees. The Executive Director shall have general supervision over employee and volunteers of the Chamber, and shall perform such duties as may be incidental to the office, subject to the direction of the Chairman. The Executive Director will assist the Treasurer in the latter's duties and shall have charge and custody of, and be responsible for money due and payable to the Chamber from any source, and deposit all such money in the name of the Chamber in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Board will review the Executive Director's job performance, responsibilities and salary on an annual basis.

Section 7. Members of the Board of Directors shall abide by the policies and procedures set forth by the Chamber of Commerce.

Article VIII Officers

Section 1. All officers must be members of the Board of Directors.

Section 2. It shall be the duty of the Chairman to preside at all meetings of the Chamber and Board of Directors, and perform all duties incident to this office. The Chairman shall, subject to the approval of the Board of Directors, appoint Ex-officio Directors and all committees, and he shall be an Ex-officio member of all committees. He shall, at the annual meeting of the Chamber, and as such other times as he may deem proper, commend to the membership of the Board of Directors such matters and make such suggestions as may tend to promote and increase the usefulness of the Chamber.

Section 3. The Treasurer shall oversee receivables and disbursements of Chamber funds. He/she shall be Chairman on the Budget and Finance Committee and shall keep all monies of the Chamber deposited in its name. Upon request by the Chairman, the Treasurer shall report on the financial condition of the Chamber of Commerce to the Board of Directors. The Secretary may assist the Treasurer in the execution of the duties of this office.

Article IX Committees

Section 1. The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2. The Chairman shall appoint all committees, subject to confirmation by the Board of Directors.

Section 3. The Executive Committee shall be composed of the Chairman, the Vice-Chairman, the Treasurer and the Secretary.

Section 4. In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the Chamber of Commerce. The Executive Committee shall have general charge of the finances and property of the Chamber and shall have authority to order disbursements for necessary expenses, and may grant to any committee a reasonable amount of money for special work, provided such amount does not exceed the budget's allowance for such work as previously approved by the Board. By October 1 of each year it shall prepare and submit to the Board a budget of the general expenses of the Chamber for the following year.

Section 5. The Executive Committee may refer matters brought before it to a proper standing committee, which it may designate, or to the Board of Directors.

Section 6.

Finance Committee. At least annually the treasurer or other member of the Finance Committee shall compile the records of the organization for the year just completed and transmit them to the outside tax return preparer for the preparation of all required tax filings for the year. Because of the small size of the organization and the substantial cost, an annual audit of the books and accounts of the Chamber is not practicable. The Finance Committee is also responsible for the drafting the budget for presentation to and approval by the Board (See Article XI). Recommendations for expenditures outside the budget may be approved by direct action of the Board or, at the pleasure of the President, may be submitted to the Finance Committee, whose recommendations shall be submitted to the Board.

Article X Disbursements

Section 1. No disbursement of the funds of the Chamber shall be made unless the same shall have been approved, authorized and ordered by a unanimous consent.

Section 2. The Chamber shall use its funds only to accomplish the objects and purposes specified in these by- laws.

Article XI
Budget

Budget shall be prepared by the finance committee and approved by the board each year for the following fiscal year. By August 31st a draft budget shall be prepared and presented to the board for discussion and modification. By September 30th, a revised budget shall be presented to the board for review, further discussion and modification if needed and possibly approval. By October 31st any and all revisions shall have been made and a final budget shall have been approved by the Board.

The budget shall include estimated operating expenses for the following year, including amounts for each committee chair and planned events. As passed by the Board, this budget shall be the appropriate measure of the Chamber for the following year. No committee may exceed its appropriation without the input from finance committee (treasurer) or the consent of the Board of Directors.

Article XII
Fiscal Year

The fiscal year shall run January 1st through December 31st.

Article XIII
Parliamentary Procedure

The proceedings of the Chamber meeting shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

Article XIV
Amendments

Section 1. These by-laws were adopted by the Board of Directors of the Dripping Springs Area Chamber of Commerce September 17, 2014, and constitute a complete revision and annulment of the previous by- laws.

Section 2. These by-laws may be altered, amended or repealed and new by-laws may be adopted by affirmative vote of two-third (2/3) of the Board of Directors at a regular meeting, or at any special called meeting for that purpose, provided written notice is given to each member of the Board of Directors of the intention to alter, amend, or repeal these by-laws, or to adopt new by-laws. Such notice shall be given at least two (2) weeks in advance of such meeting.

