



SAN ANTONIO
HISPANIC
CHAMBER
OF COMMERCE



Bylaws

Effective Date: January 1, 2026

ARTICLES

- I. Name and Offices
- II. Purposes
- III. Membership
- IV. Meeting of Members
- V. Board of Directors
- VI. Officers, Employees, and Agents
- VII. Elections
- VIII. Executive Committees
- IX. Other Committees of the Board
- X. Finance
- XI. Books and Records
- XII. Indemnification
- XIII. Miscellaneous
- XIV. Amendments to Bylaws

**BYLAWS OF
THE SAN ANTONIO HISPANIC
CHAMBER OF COMMERCE
A NON-PROFIT CORPORATION**

APPROVED: October 29, 2025

EFFECTIVE: January 1, 2026

**ARTICLE I
NAME AND OFFICES**

1.1 NAME. The Corporation shall be known as the “SAN ANTONIO HISPANIC CHAMBER OF COMMERCE,” (hereafter referred to as the “Chamber”).

1.2 PRINCIPAL OFFICE. The principal office of the Chamber in the State of Texas shall be located in the City of San Antonio, County of Bexar. The Chamber may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Chamber may require from time to time.

1.3 REGISTERED OFFICE AND REGISTERED AGENT. The Chamber shall have and continuously maintain, in the State of Texas, a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Chamber in the State of Texas, and the Board of Directors may change the address of the registered office from time to time.

**ARTICLE II
PURPOSES**

21 SPECIFIC. The establishment and organization of a CHAMBER OF COMMERCE, and to establish and maintain uniformity in the commercial usages of cities and towns, to acquire, preserve and disseminate valuable business information, to adopt rules, generally to promote the interest of trade and increase the facilities of commercial transactions, and to advocate for its members to ensure laws, ordinances, and regulations take into consideration the effect on business and trade.

22 GENERAL. The general purpose and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Texas, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property. Notwithstanding any of the above statements or purposes and powers, this Chamber shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Chamber.

23 LIMITATIONS. The Chamber shall always be nonpartisan, non-sectional, and non-sectarian. No part of the funds, earnings, or property of the Chamber shall inure to the benefit of any Board member, trustee, officer or private individual, and no part of the direct or indirect activities of the Chamber shall consist of participating in, or intervening in (including the publication or distribution of statements), any political campaign of any candidate for public office.

ARTICLE III **MEMBERSHIP**

3.1 **MEMBERSHIP**. Any person, corporation, institution, association, or partnership may apply for membership by completing the application form and tendering the current annual dues. An application by an entity other than an individual shall designate an individual to represent the applicant.

3.2 **APPROVAL**. Election of membership shall require the affirmative vote of the Board of Directors.

3.3 **TERMINATION**. Membership shall terminate upon any of the following:

- a. Resignation;
- b. Failure to pay dues or assessments within ninety (90) days of due date;
- c. Upon finding by a majority of the Board of Directors that the member has engaged in activities and conduct in violation of the purposes of the Chamber, detrimental to or not in the best interest of the Chamber and after thirty (30) days' written notice has failed to remedy or correct same.

3.4 **TRANSFER**. Membership is not transferable or assignable without the express written prior consent of the Chamber.

3.5 **DUES**. The Board of Directors shall establish the amount of annual dues and review same annually.

3.6 **ASSESSMENTS**. The Board of Directors, by vote of a majority of the Board members present, shall have the power to assess the members such sums as it deems necessary and appropriate from time to time to pay for expansion of work and services.

3.7 **VOTING**. Each individual member shall be entitled to one vote. Each corporate member shall have as many votes as may be determined by the Board of Directors, but in no event shall such number be higher than five (5).

3.8 **HONORARY MEMBERSHIPS**. Honorary memberships may be conferred by the Board of Directors upon individuals because of distinction in public affairs. Such honorary membership shall be without assessment of dues and without the privilege of voting and may be revoked by the Board of Directors at any time.

ARTICLE IV

MEETINGS OF MEMBERS

4.1 **SPECIAL MEETINGS**. A special meeting of the membership may be called by the Chairperson or upon petition signed by not less than ten percent (10%) of the membership.

4.2 **ANNUAL BANQUET**. A banquet shall be held once during the Fiscal Year, unless otherwise agreed upon by the Board. The banquet shall be open to the entire membership and the public. An admission fee or donation may be charged.

4.3 **NOTICE**. Notice for a special meeting shall state the purpose for which such meeting is called.

4.4 **QUORUM**. Not less than ten (10) percent of the members as of thirty (30) days prior to any membership meeting shall constitute a quorum.

ARTICLE V

BOARD OF DIRECTORS

5.1 **AUTHORITY**. The property and affairs of the Chamber shall be ultimately managed, controlled, and administered by the Board of Directors.

5.2 **NUMBER**. The Board of Directors shall consist of:

- a. the elected Officers;
- b. up to, but no more than, thirty-five (35) elected Board members, to include the Standing Committee Chairpersons, as stated in Article VI;
- c. up to, but no more than, ten (10) non-voting Chairperson Advisors, with up to nine (9) selected from the membership and one (1) may be selected at the choosing of the Chairperson; and
- d. non-voting representatives made up of a Chairperson of the San Antonio Chamber of Commerce, the Asociación de Empresarios Mexicanos, and the Consul General of Mexico, the latter of whom shall serve as Honorary Chair.

5.3 **APPOINTMENTS**. The Chairperson of the Board shall appoint the General Counsel for the Chamber and the Chairperson's advisors, subject to approval of the Board.

5.4 **MEETINGS**. A regular meeting of the Board of Directors shall be held at least six (6) months per year. A special meeting may be called by the Chairperson or upon petition signed by not less than one-fourth (1/4) of the Board.

5.5 **TERM**. An elected Board member may serve a maximum of two (2) consecutive three (3) year terms unless elected to the position of Chair-Elect of the Board, in which case that Board member shall continue to serve on the Board during that member's terms as First Chairperson of the Board-Elect, Chairperson of the Board, and Immediate Past Chairperson. A Board member who has served two (2) consecutive three (3) year terms may be re-elected to the Board after one full year has passed after the expiration of that Board member's last term. Terms relating to Standing Committee Chairpersons, as discussed in Article VI, shall not be exempt from these term limits.

5.6 RESIGNATION. A Board member may resign at any time. Absence from three (3) consecutive meetings, without an excuse deemed valid and duly recorded by the Board of Directors prior to the meeting, shall be construed as a resignation, and can be removed from the Board of Directors. The Corporate Governance Committee shall have the responsibility of evaluating such absences as further set out in Section 9.3. Vacancies resulting from such resignations shall be filled majority vote of the Board.

5.7 QUORUM. Not less than one half (1/2) of the Board will constitute a quorum meeting of the Board of Directors. The non-voting Chairperson Advisors and non-voting representatives from Section 5.2(c) and (d) will not be counted as part of quorum, as they are non-voting members of the Board.

5.8 ACTION WITHOUT MEETING. Any action required or permitted to be taken at the meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the Board of Directors, or such committee, as the case may be. In this subsection, an email from the email on record for a Board member will constitute a signature. Such consent shall have the same force and effect as a unanimous vote at a meeting and may be stated as such in any document or instrument filed with the Secretary of State. A record of the email signatures collected, or the signed consent with wet signatures or a copy thereof shall be placed in the minutes book of the Chamber.

5.9 CODE OF CONDUCT. Members of the Board of Directors, whether voting or non-voting members, are to respectfully engage with their fellow members of the Board and with Chamber personnel. All voting members of the Board will be required to attend a yearly orientation session regarding their fiduciary obligations, meeting protocols, and any other applicable Board guidelines and trainings.

5.10 GIVE OR GET POLICY. Each Member of the Board of Directors shall be responsible for contributing or securing a minimum annual amount, with encouragement to exceed such amount, as established by the Board of Directors (the "Give or Get Amount"). The Give or Get Amount shall be no less than the combined value of the Chamber's annual Gala sponsorship and membership dues and shall serve as a baseline minimum that encourages greater annual contributions. The Give or Get Amount and related guidelines shall be set forth and periodically reviewed by the Corporate Governance Committee and approved by the Board of Directors. Fulfillment of this policy may be satisfied through a personal financial contribution, the procurement of sponsorships or donations, or other documented support approved in accordance with the Give or Get Policy. Compliance with this requirement shall be tracked and reported annually to the Corporate Governance Committee and may be considered as part of each Director's performance and eligibility for continued service on the Board.

ARTICLE VI

OFFICERS, EMPLOYEES, AND AGENTS

6.1 ELECTED OFFICERS. The elected Officers of the Chamber shall be the Chairperson of the Board, the First Chairperson of the Board-Elect, the Immediate Past Chairperson, General Counsel, the Board Treasurer, and a Secretary.

6.2 APPOINTIVE OFFICERS. The Board of Directors may also appoint one or more Assistant Secretaries, Assistant Treasurers, and Deputy General Counsels, and such other Officers and Assistant Officers and agents (none of whom need to be a member of the Board) as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be

set forth in these Bylaws or determined from time to time by the Board of Directors or the Executive Committee.

63 TWO OR MORE OFFICES. Any two (2) or more offices may be held by the same person, except the offices of Chairperson and Secretary.

64 TERM OF OFFICE; REMOVAL; FILLING OF VACANICES. Each elected officer of the Chamber shall hold office for one (1) year or until his/her early death, resignation, or removal from office. Each elected officer's term of office shall commence on the first day of January, following his/her election pursuant to Article VII of these Bylaws. Each appointive Officer or Agent shall hold necessity of periodic reappointment subject to a supermajority (two-thirds) vote of the Board and Executive Officers. Any Officer or Agent, elected or appointed by the Board of Directors, may be removed at any time by the Board of Directors whenever, in its judgement, the best interest of the Chamber will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant, for any reason, the vacancy may be filled by the Board of Directors.

65 CHAIRPERSON OF THE BOARD. The Chairperson of the Board shall preside at all meetings of the Board of Directors and the Executive Committee and shall perform all duties incident to this office. The Chairperson shall, subject to the approval of the Board of Directors, appoint all committee chairpersons and be an ex-officio member of all Councils and Committees. In the absence of the Chairperson, the following Board members shall assume the duties of the Chairperson, in this order: First Chairperson-Elect, Immediate Past Chairperson, Board Treasurer, and finally, the Corporate Secretary.

66 FIRST CHAIRPERSON-ELECT. The First Chairperson-Elect shall assume and perform such duties as are assigned by the Chairperson of the Board and also oversee the Board Nominations Committee.

67 SECOND CHAIRPERSON-ELECT. The Board of Directors may also appoint a Second Chairperson-Elect, as it may from time to time deem necessary, who shall be slated to take the position of Chairperson of the Board after the First Chairperson-Elect completes his or her year as Chairperson of the Board. The Second Chairperson-Elect shall exercise such powers and perform such duties as shall be set forth in Chamber policies or as determined by the Board of Directors or the Executive Committee.

68 PRESIDENT AND CHIEF EXECUTIVE OFFICER. The President of the Chamber shall be selected and employed by the Board of Directors. Annually, the Board of Directors will reaffirm the continued employment of the President and determine his/her compensation. The Board shall conduct an evaluation of the President pursuant to any Chamber policies or executed engagement agreements between the Chamber and the President that are in place at the time of the evaluation. The President shall be the Chief Executive Officer of the Chamber and shall be responsible to the Board of Directors for the competent discharge of all duties normally attached to the office and as delineated and approved by the Board in any applicable job description. The President shall be an ex-officio member of the Board of Directors, Executive Committee, and all other Councils and Committees. It shall be the duty of the President to conduct the official correspondence, keep books of accounts, and maintain an accurate record of the proceedings of the Board and Executive Committee. The President shall have the authority to employ and terminate all employees, determine employee compensation, within the approved budget limitations, and have general supervision over all employees. In the fourth quarter of each year, the President shall compile

a program of work, and a budget of estimated expenses, and submit it to the Executive Committee. Upon approval of the budget by the Executive Committee and the Board, the President shall be authorized to make disbursements on accounts of expenses, provided for in the budget, without an additional approval of the Board. The President, and all staff members, shall be covered by a blanket surety bond in such amount as the Board of Directors shall deem necessary; the cost to be paid by the Chamber.

6.9 CHAIRPERSONS OF STANDING COMMITTEES. There shall be at least eight (8), but no more than nine (9), Chairpersons, with each designated as:

- a. Chairperson-Finance,
- b. Chairperson-Government Affairs,
- c. Chairperson-Corporate Governance (see also Section 9.3),
- d. Chairperson-Membership,
- e. Chairperson-Economic Development
- f. Chairperson-Small Business, and
- g. Chairperson-Workforce Education
- h. Chairperson-Leadership

Each Chairperson of the Standing Committee shall have oversight responsibilities concerning his/her respective Committee and any subcommittee created or assigned to him/her to carry out the overall charge of the Committee. Each Chairperson of a Standing Committee must be a Board member and must be approved by the Board of Directors. Each Chairperson of the Standing Committee shall generally assist the Chairperson and shall have such powers, and perform such duties and services as shall, from time to time, be prescribed or delegated to him/her by the Chairperson, the elected Officers, or the Board of Directors.

6.10 STANDING COMMITTEE QUORUM. The Standing Committees of Finance, Government Affairs, and Corporate Governance shall require a quorum for voting within the committees, such quorum being met with a simple majority of the respective Standing Committee members.

6.11 CHAIRPERSON OF STANDING COMMITTEE TERM LIMITS. A Standing Committee Chairperson shall hold office for one year until his/her successor is chosen and qualified in his/her stead or until his/her resignation or removal from office. Each Standing Committee Chairperson's term of office shall commence on the first day of January, following his/her election pursuant to Article VII of these Bylaws, unless such Standing Committee Chairperson is replacing another Standing Committee Chairperson during their term due to resignation, removal, or death. Service as a Chairperson of a Standing Committees shall count towards the Term limit set out in Section 5.5 above.

6.12 SECRETARY. The secretary shall see that notice is given of all meetings of the Members and special meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings of the Members and the Board of Directors. He/she shall have charge of the corporate seal and have authority to attest any and all instruments or writing to which the same may be affixed. He/she shall keep and account for all books, documents, papers, and records of the Chamber except those for which some other Office or Agent is properly accountable. He/she generally performs all the duties usually appertaining to the office of Secretary of a corporation. In the absence or disability of the Secretary, his/her duties shall be performed, and his/her powers may be exercised by the Assistant Secretaries in the order of their seniority, unless otherwise determined by the Secretary, the Chairperson, the Executive Committee, or the Board of Directors.

6.13 TREASURER. The treasurer shall manage or oversee the management of the financial affairs of the Chamber including, but not limited to, overseeing the Chamber's ongoing solvency and adherence to its financial policies (including its Financial Internal Controls Policy), facilitating the preparation of an annual budget, and communicating key financial events or reports in a timely manner. He/she shall generally perform all duties usually appertaining to the office of Treasurer of a corporation. In the absence or disability of the Treasurer, his/her duties shall be performed, and his/her powers may be exercised by the Assistant Treasurers in the order of their seniority, unless otherwise determined by the Secretary, the Chairperson, the Executive Committee, or the Board of Directors.

6.14 HONORARY CHAIRPERSON OF THE BOARD. The Honorary Chairperson of the Board shall be the then current "Consul General of Mexico" stationed in San Antonio. The Honorary Chair shall be appointed by the Board of Directors, as provided for in Section 5.2(d), and shall be a non-voting member of the Board.

6.15 ADDITIONAL POWER AND DUTIES. In addition to the foregoing specially enumerated duties, services and powers, the several elected and appointive Officers of the Chamber shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation, or these Bylaws, or as the Board of Directors or the Executive Committee may, from time to time, determine or as may be assigned to them by any competent superior officer.

ARTICLE VII **ELECTIONS**

7.1 TIME. The election of Officers and Board members shall be held by the end of November of each year and subsequently ratified by the membership.

7.2 BOARD NOMINATIONS COMMITTEE. By September 1st of each year, the Chairperson-Elect shall appoint a seven (7) person Board Nominations Committee. Including the Chairperson-Elect, the committee shall consist of

- a. One (1) past Chairperson of the Board,
- b. General Counsel, and
- c. Four (4) members currently serving on the Board

7.3 NOTICE FOR APPLICANTS OF ELECTION OF OFFICERS AND BOARD MEMBERS. At least seventy-five (75) days prior to the election of Officers and Board members as ratified by the membership, the Chamber will announce to the Board and Chamber members the upcoming elections and recommend interested Board members in good standing to submit applications for the open elected positions in the upcoming election. Such announcement must include information on how Board members are to apply for open positions.

7.4 NOMINATIONS AND ELECTION OF OFFICERS AND BOARD MEMBERS.

The Board Nominations Committee shall have the primary responsibility to nominate a lead candidate for the position of Chairperson-Elect for the upcoming year, unless a Second-Chairperson Elect was chosen the year prior (see Section 6.7). If there is a Second Chairperson-

Elect at the time the Nominations Committee convenes, the Nominations Committee shall vote on whether to confirm the Second Chairperson-Elect as the next year's First Chairperson-Elect. The Board Nominations Committee shall also nominate at least one (1) person for each officer vacancy to be filled and present this slate of nominations to the Board for its approval. The Nominations Committee shall take into consideration applicable policies and procedures of the Chamber when deciding the nominees for all positions. The Board Nominations Committee shall present its nominees to the Board of Directors.

Despite the Committee's designation of these persons as lead candidates, any member in good standing can challenge the lead candidates at the scheduled election.

In making its nominations, the Board Nominations Committee must give due consideration to individual ability, interest in the Chamber and its mission, and industry representation. The Board Nominations Committee shall confirm the fact that the nominees have given personal assurance of their willingness to accept the responsibility of serving in an active capacity as an Officer or Board member, if elected. The Board Nominations Committee Chairperson shall immediately notify those members submitting letters of interest seeking but failing to win the recommendation of the Committee. These members shall be afforded ten (10) calendar days from the date of the letter to appeal decisions of the committee for consideration by the Board of Directors. A majority vote of the Board of Directors is needed to appeal the committee decision and add the member to the nomination slate.

ARTICLE XIII **EXECUTIVE COMMITTEE**

81 **DESIGNATION.** The Board of Directors may, by resolution adopted by a majority of the number of Board members fixed by these Bylaws, designate an Executive Committee, to consist of all elected Officers of the Chamber, the legal advisor, and the Chairpersons of the Standing Committees.

82 **AUTHORITY.** In the interim between meetings of the Board of Directors, the Executive Committee shall possess and exercise all of the functions of the Board, subject to final approval of the Board. The Executive Committee will evaluate and study policy recommendations, long-term goals and initiatives of the Chamber and review action items of upcoming Board meetings and recommend policy and initiatives for Board approval. 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 is within the total dollar budget for the year as previously approved by the Board.

83 **VACANCIES.** Any vacancy in the Executive Committee may be filled by the affirmative vote of a majority of the entire Board.

84 **MEETINGS.** Time, place and notice, if any, of meetings of the Executive Committee shall be determined by the Executive Committee.

85 **QUORUM.** Not less than one half (1/2) of the Executive Committee will constitute a quorum. The non-voting Chairperson Advisors and non-voting representatives from Section 5.2(c) and (d) will not be counted for quorum, as they are non-voting members of the Board.

86 PROCEDURE. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors. The minutes of the proceedings of the Executive committee shall be placed in the minutes book of the Chamber. The Secretary of the Chamber, or, in his/her absence, an Assistant Secretary, shall act as the secretary of the Executive Committee.

87 ACTION WITHOUT MEETING. Any action required or permitted to be taken at the meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a consent is in writing, setting forth the action so taken, is signed by all members of the Board of Directors, or such committee, as the case may be. In this subsection, an email from the email on record for a Board member will constitute a signature. Such consent shall have the same force and effect as unanimous vote at a meeting and may be stated as such in any document or instrument filed with the Secretary of State. A record of the email signatures collected, or the signed consent with wet signatures or copy thereof shall be placed in the minutes book of the Chamber.

88 RESPONSIBILITY. The designation of the Executive Committee, and the delegation of authority to it, shall not operate to relieve the Board of Directors, or any members thereof, of any responsibility imposed upon it or him/her by law.

ARTICLE IX

OTHER COMMITTEES OF THE BOARD

9.1 SPECIAL. The Chairperson may create Special Committees and appoint a chair and members to such Special Committees. Such Special Committees may be stand-alone committees or subcommittees of a Standing Committee from Section 6.8 above.

9.2 POWERS. The responsibility, duties, and powers of the committees shall be determined by the Board. The designation of responsibilities, duties, and powers may be merged, changed, or altered from time to time by the Board.

9.3 CORPORATE GOVERNANCE. The Corporate Governance Committee is to consist of no greater than five (5) members of the Board, not including the Chairperson and General Counsel. The scope and authority of the Corporate Governance Committee will be as stated in the most recent version of the Corporate Governance Guidelines and as set out in Section 5.6 above.

- a. Time, place, and notice, if any, of meetings of the Corporate Governance Committee shall be determined by the Corporate Governance Committee. Any votes by the Corporate Governance Committee shall be in compliance with the relevant requirements of Section 6.9 above.
- b. The Corporate Governance Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors. The minutes of the proceedings of the Committee shall be placed in the minutes book of the Corporation. The Secretary of the Chamber, should he or she serve on the Corporate Governance Committee, shall act as the secretary of the Corporate Governance Committee. In his/her absence, General Counsel or Deputy General Counsel, if any, shall act as the secretary of the Corporate Governance Committee.

- c. The designation of the Corporate Governance Committee, and the delegation of authority to it, shall not operate to relieve the Board of Directors, or any members thereof, of any responsibility imposed upon it of him/her by law.

ARTICLE X

FINANCE

101 FISCAL YEAR. The Fiscal Year shall commence on January 1 and close on December 31 of each year.

102 FUNDS. All money paid to the Chamber shall be placed in a general operating fund except for money received for special projects as determined by the Board of Directors. Funds unused from the current year's budget will be placed in a reserve account to be used at the discretion of the Board of Directors.

103 BUDGET. Prior to January 1 of each year, the Treasurer and Chairperson-Elect shall prepare a proposed budget for the succeeding Fiscal Year. The proposed budget shall be presented to the Board of Directors for consideration and approval at the February Board Meeting.

104 DISBURSEMENTS. Upon approval of the budget, the President is authorized to make only those disbursements included in the budget that have been approved by the Board of Directors or as allowed in any Board-approved Chamber policy in effect at the time of the disbursement. The President and CEO may sign checks and request disbursements, within approval limits, as set out in any applicable Financial Internal Control Policy in effect at the time of the signing or disbursement. Two signatures from the Board Chair, Board Treasurer, and the President and CEO may be required for any checks over a certain dollar amount as more specifically set out in any applicable Financial Internal Control Policy in effect at the time of the signing. No other expenditures shall be made without prior approval of the Board of Directors or the Executive Committee.

105 ANNUAL AUDIT. An annual audit of the accounts of the Chamber shall be performed by an independent accountant. The independent accountant is to be approved by the Board of Directors and shall be accountable and report directly to the Board of Directors. The audit shall be made available to members in the Chamber office.

106 CONTRACTS. Subject to any Board-approved Chamber policy, the Board of Directors may authorize any Officer or Agent of the Chamber, in addition to the Officers so authorized by these Bylaws, to enter into any contract, or execute and deliver any instrument, in the name of, and on behalf of, the Chamber. Such authority may be general or confined to specific instances.

107 GIFTS. The Board of Directors may accept, on behalf of the Chamber, any contribution, gifts, bequest, or device for the general purpose or for any special purpose of the Chamber, as allowed under any applicable Board-approved policy in effect at the time of the gift. The Chamber may give gifts to individuals or other business entities on special occasions, but not exceed \$350.00 in value, unless authorized by the Board of Directors.

ARTICLE XI

BOOKS AND RECORDS

11.1 **BOOKS**. The Chamber shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names addresses of the members entitled to vote. All books and records of the Chamber may be inspected by any member or his/her agent or attorney for any purpose at any reasonable time.

11.2 **SEAL**. The Chamber shall have two (2) concentric circles. The name of the Chamber and the words "Corporate Seal of Texas" and the outline of an "eagle" shall be inscribed thereon as shown by the impressions thereof on the margin of this page.

ARTICLE XII

INDEMNIFICATION

12.1 Any Director, Officer, volunteer, or staff member of the Chamber is indemnified by the Chamber for all loss incurred by being legally obligated to pay for any monetary damages arising from any civil claim or claims made against them by reason of a negligent act or failure to act or willful misconduct or omission in their capacity as a Director, Officer, volunteer, or staff member of the Chamber.

ARTICLE XIII

MISCELLANEOUS

13.1 **WAIVER**. Whenever any notice is required to be given under the provision of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Chamber, a waiver thereof, in writing, signed by the person or persons entitled to such a notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

13.2 **RULES OF ORDER**. All meetings shall be conducted in accordance with the Articles of Incorporation, these Bylaws and Robert's Rules of Order (latest edition).

13.3 **CONSTRUCTION**. These Bylaws shall be construed, administered, and governed under and by the laws of the State of Texas.

13.4 **DISSOLUTION**. Upon the dissolution of the Chamber, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Chamber, dispose of all the assets of the Chamber exclusively for the purposes of the Chamber in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code, as the Board of Directors shall determine.

ARTICLE XIV
AMENDMENTS TO BYLAWS

14.1 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of an intention to alter, amend, or repeal these Bylaws or adopt new Bylaws at such meeting.