

# Bylaws Summary of changes

- Add a board of directors for oversight and transparency
- Change the term of office from one year to two years
- add business-friendly features and membership levels
- Add clarity to how members can vote and how votes are qualified, who can vote
- added a family membership along with the individual membership
- Adopted by COC unanimous vote 9-5-2023



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**BYLAWS  
OF  
BUNA CHAMBER OF COMMERCE**

The name of the organization is Buna Chamber of Commerce. The organization has not been formed to make any profit or personal financial gain. The assets and income of the organization shall not be distributable to or benefit the trustees, directors, officers, or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the organization's benefit. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

- Improve a community's economy and quality of life
- Help businesses prosper and grow.
- Increase job opportunities.
- Encourage an orderly expansion and development of all segments of the community.
- Contribute to the overall economic stability of the community.
- Promote the nation's private enterprise system of competitive marketing.

**The organization is organized exclusively for purposes under section 501(c)(6) of the Internal Revenue Code.**

**ARTICLE I  
MEETINGS**

**Section 1. Annual Meeting.** An meeting shall be held every two calendar years to elect directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

**Section 2. Special Meetings.** Special meetings maybe be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held using the Internet or other electronic communications technology in a manner under which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

**Section 3. Notice.** Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of the meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be posted by email / social media or mailed to all directors of record at the address shown on the corporate books at **least 5 days** before the meeting. Such notice shall be deemed effective when posted by email/social media/or other electronic means or deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

**Section 4. Place of Meeting.** Meetings shall be held at the organization's normal meeting place or principal place of business unless otherwise stated in the meeting notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed present in person at the meeting. (Phone call on speaker, virtual meeting etc).

**Section 5. Quorum.** A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business that might have been transacted at the meeting as originally scheduled may be transacted. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in the representation of less than a quorum.

**Section 6. Informal Action.** Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and prior notice if consent in writing, setting forth the action so taken, is signed by the directors concerning the subject matter of the vote.

## **ARTICLE II**

### **DIRECTORS**

**Section 1. Number of Directors.** The organization shall be managed by a Board of Directors consisting of 5 up to 7 director(s), including the following officers.

- **President/Chairman**
- **Vice President**
- **Secretary**
- **Treasurer/CFO**
- **Ex-officio past president and vice president (for continuity and guidance), these do not count toward quorum.**
- **One or two outside small business owner/advisor Directors (recruited by the officers to provide feedback from the small business community). This position is for oversight and guidance.**
  - **At least two officers/ directors must be active business owners, one of which is a small business of 1 to 10 employees.**

**Section 2. Election and Term of Office.** The directors shall be elected at the annual meeting. Each director shall serve a term of 2 years (s), or until a successor has been elected and qualified.

**Section 3. Quorum.** A majority of directors shall constitute a quorum.

**Section 4. Adverse Interest.** In determining a quorum of the directors or voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

**Section 5. Regular Meeting.** The Board of Directors shall meet quarterly at 6:30 pm immediately before the regular chamber meeting on the first Monday of each month to review chamber business, policies, effectiveness, community reputation, and general operations. The results of the board of director meeting are to inform the officers and membership of the effectiveness of the

chamber in the community and offer some transparency to how chamber business is conducted. The two outside directors' viewpoints and opinions are strategically critical to the chamber's success.

**Section 6. Special Meeting.** Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days written notice by email/social media or SMS texting, or ordinary United States mail, effective when posted or mailed. Minutes of the meeting shall be sent to the Board of Directors within one week after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held using the Internet or other electronic communications technology in a manner under which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

**Section 7. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the meeting minutes. The Board shall keep written minutes of its proceedings in its permanent records.

- Voting on agenda items
  - Each Membership has the right to cast one vote for the member represented.
  - Votes can only be counted by active standing members of the chamber of commerce.
- Executive Sessions
  - The President can call for an executive private session only for the directors to attend for confidential business planning and discussions. Minutes are recorded, both written and audio, for transparency and accountability.
  - Directors may meet outside of normal meeting dates and times provided the meeting minutes are recorded audio and written/saved for later review. The informal meetings are disclosed at the next regular meeting, and minutes are made available.
- Financial Transactions
  - Two officer signatures are required on each check or financial decision/transaction of more than 50.00 individually or in total per month. One of the signers must be the Treasurer.

**Section 8. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

**Section 9. Removal / Vacancies.** A director shall be subject to removal, with or without cause, at a meeting called for that purpose. The remaining directors may fill any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor or until a successor has been elected and qualified.

**Section 10. Committees and team leaders.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate such committees' duties, powers, and authorities.

# ARTICLE III

## OFFICERS

**Section 1. Number of Officers.** The organization's officers shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary. One person may hold two or more offices, although the offices of the Secretary and President cannot be held concurrently by the same person. The President may not serve concurrently as a Vice President.

**President/Chairman.** The President shall be the chief executive officer and preside at all Board of Directors and its Executive Committee meetings if the Board creates such a committee.

- This office organizes the membership and board to effectively execute the chamber's mission each year.
- Organize committees and teams to fulfill the programs the board and membership choose successfully.
- Join neighboring Chambers and interact with them to coordinate regional events and efforts to benefit the Buna community and surrounding areas.
- Promote the chamber to the area, elected officials, and regional organizations to raise awareness of the benefits of Buna, TX.

**Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in discharging its leadership duties. Specifically in operations, the VP shall

- Ensure compliance with State and Federal requirements are correctly maintained, such as annual filings with the SOS and Comptroller of the State of Texas and the Annual filings with the IRS.
- Assure that documentation is maintained correctly for corporate records in the physical binder and in a secure cloud account to be designated by the board. The VPO will be the administrative authority for this process.
- Assist the president as needed.
- Assure the Website and social media presence is current and accurate.

**Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, keep an accurate list of the directors, and have the authority to certify any records, or copies of records, as the organization's official records. The Secretary shall maintain the minutes of the Board of Directors meetings and all committee meetings.

- Work with the VPO to
  - Assure compliance with State and Federal requirements are correctly maintained, such as annual filings with the SOS and Comptroller of the State of Texas and the Annual filings with the IRS.
  - Assure that documentation is maintained correctly for corporate records in the physical binder and in a secure cloud account to be designated by the board. The VPO will be the administrative authority for this process.

**Treasurer/CFO.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

- Managing banking relationships, incorporating online banking
- Developing the means to accept donations physically and through online donation portals.
- Work with the VPMP to leverage marketing efforts to enhance membership and develop dues structure and collection methods that encourage active and satisfied members. Look for opportunities to increase funding for chamber operations.

**Section 2. Election and Term of Office.** The officers shall be elected bi-annually (every other year) by the active paid Members at the first meeting of the Board of Directors as follows. Each officer shall serve a two-year term until a successor has been elected and qualified.

- Nominations March meeting
- Elections April meeting
- Officers change in May meeting

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the organization. The Board of Directors may fill any vacancy that occurs for any reason. Removal requires a majority vote of the directors.

## ARTICLE IV

### CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments executed on behalf of the organization that are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) specifically designated by the resolution of the Board of Directors.

## ARTICLE V

### AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a two-thirds majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

## ARTICLE VI

### INDEMNIFICATION

Any director or officer who is involved in litigation because of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case

of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

## ARTICLE VII DISSOLUTION

The organization may be dissolved only with the authorization of its Board of Directors given at a special meeting called for that purpose and with the subsequent approval by no less than two-thirds (2/3) vote of the members.

## ARTICLE VIII MEMBERSHIP

### Eligibility

○ Any resident of South Jasper County may apply for membership. An application must be completed, and membership is granted after approval and receipt of dues. The membership database is updated with each new member's information.

### Types of Memberships – The schedule of rates is in Appendix A.

- Individual nonbusiness owner
- Family (married couple or head of household) nonbusiness owner
- Small business with 1 to 3 employees or home-based business.
- Small Business Premier 4 to 10 employees
- Corporate – Medium To Larger Businesses with more than 10 employees
- Neighbor COCs and foundations – no charge if a cooperation agreement is in place, reciprocal no cost between cooperating COCs and other organizations. Requires board approval.

## Certification

\_\_\_\_\_, President of Buna Chamber of Commerce, and \_\_\_\_\_, Secretary of Buna Chamber of Commerce, certify that the preceding is a true and correct copy of the bylaws of the organization mentioned earlier, duly adopted by the initial Board of Directors on \_\_\_\_\_, 2023.

I certify that the preceding is a true and correct copy of the bylaws of the organization mentioned earlier, duly adopted by the initial Board of Directors on \_\_\_\_\_, 2023.



By: \_\_\_\_\_, President

Date:

By: \_\_\_\_\_, Secretary

Date:

# Appendix A

## Membership Schedule of Rates (annual)

- Individual 25.00
- Family 35.00 (married couple or head of household).
- Small business 40.00
- Small Business Premier 80.00
- Corporate – medium to larger businesses 150.00
- Neighbor COCs and foundations – no charge if a cooperation agreement is in place

## Member Benefits

All members will have access to startup advice and assistance from capable members

- **Individual – nonbusiness owner or assistance in starting a business \$25.00**
  - Monthly Lunch and learn
  - Monthly networking breakfast
- **A partnership of two people - nonbusiness owner or assistance in starting a business - \$35.00**
  - Monthly Lunch and learn
  - Monthly networking breakfast
- **Small Business / Home Based Business \$40.00**
  - Ad Placement On Website And Social Media Monthly And For Special Events
  - Monthly Lunch and learn
  - Monthly networking breakfast
  - Small business technical assistance one-time consult by a professional engineer and business planner, up to 2 hours dedicated meeting, once a year.
- **Small Business Premier \$100.00**
  - Monthly ad placement on coc website and social media and for special events
  - Monthly Lunch and learn
  - Monthly networking breakfast
  - Technical assistance once a year, consult by a professional engineer and business planner, up to 3 hours dedicated meeting
- **Corporate – medium to larger businesses \$150.00**
  - ad placement on the website and social media monthly and for special events
  - Monthly Lunch and learn
  - Monthly networking breakfast
  - Technical assistance quarterly, consult by a professional engineer and business planner, up to 4 hours dedicated meeting per occurrence.
- **Neighbor COCs and foundations**
  - – no charge if a joint cooperation agreement is in place to cross-market each other's communities.

# Appendix B

## Named Places in Southern Jasper County and Communities that are part of the Buna/Evadale areas

- Bessmay
- Bunker Hill
- Gist
- Temco
- Cairo Springs areas
- Cougar Country
- Evadale
- Wright Settlement
- Gum slough
- Other areas considered part of the buna community, generally within zip code 77612

Note: Parts of western Newton, Northern Orange, and Jefferson counties may be part of the named areas, the residents consider themselves part of the Buna and Evadale Communities.