

GOLIAD COUNTY CHAMBER OF COMMERCE and VISITOR'S CENTER
P.O. Box 606, Goliad, TX 77963

BYLAWS

ARTICLE I: GENERAL

Section 1: NAME

The name of this corporation shall be the Goliad County Chamber of Commerce and Visitor's Center, (hereinafter referred to as "Chamber"), with its domicile in the City of Goliad, Texas, where its business is to be transacted.

Section 2: PURPOSE

The Chamber is organized to advance the general welfare and prosperity of the city and county so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, and attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

Section 3: LIMITATION OF METHODS

The Chamber 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 II: MEMBERSHIP

Section 1: ELIGIBILITY

Any person, business or corporation who supports the purpose and objectives of the Chamber shall be eligible for membership. All memberships are subject to Board of Directors approval. By application for membership in the Chamber, an applicant agrees to comply with the Articles of Incorporation, Bylaws, and requirements thereof, so long as membership continues.

Section 2: DUES:

Membership dues will be prescribed by the board of director(s) and are payable annually, in advance of the fiscal year date of January 1. For new members joining mid-year, dues will be pro-rated accordingly. Structure is as follows: Individual-\$35.00; Non-profit organizations\$50.00; 1-5 employees-\$75.00; 6-10 employees-\$100.00; 11-20 employees-\$150.00; 21 or more employees \$350.00.

Dues become due Jan. 1st of each year and will be considered delinquent March 1st. Any member not paid by April 1st may be dropped from membership by the Board of Directors.

Section 3: VOTING RESTRICTIONS OF MEMBERS

A member must be in “good standing” in order to vote and hold an office or be a member of the Board of Directors. Good standing is defined as a member with no outstanding dues or other monies owed the Chamber. Every member of the chamber in good standing is entitled to one vote in any election, referendum, or membership meeting. Husband and wife memberships are entitled to one vote, unless separate dues are paid by each, in which case each is entitled to one vote.

Section 4: TERMINATION

After confirmation of legal sufficiency, a member may be expelled by a two-thirds vote of the Board of Directors for non-payment of dues, conduct unbecoming a business member of the community, or conduct prejudicial to the aims or reputation of the Chamber.

ARTICLE III: STRUCTURE OF ORGANIZATION

Section 1: There shall be nine (9) standing committees as follows:

MEMBERSHIP	NOMINATIONS
TOURISM	PUBLICITY/MARKETING
FINANCE	BANQUET
BY-LAWS	BIKE RIDE
MARKET DAYS	

Section 2: The work of each committee shall be under the immediate direction of a committee chairman. A member of each of these committees shall be a member of the Board of Directors, appointed by the President. Standing committees shall be charged with such responsibilities as may be assigned by the president or board of directors. Special committees as appointed by the president shall have such responsibility as may be assigned by the president.

The Secretary/Treasurer shall be a Chairman of the Finance Committee. In addition to any other assigned responsibilities, the Finance Committee shall prepare an annual budget and schedule an annual independent audit of Chamber funds.

No committee of this chamber nor any representatives thereof shall contract without Board approval any debt in its behalf, which shall in any manner or to any extent render the chamber liable for the payment of any sum, without approval of the Board of Directors.

The president shall have the authority to appoint or remove committee chairs and members on any committee upon approval of the Board of Directors.

ARTICLE IV: ELECTION OF DIRECTORS AND OFFICERS

Section 1: The authority of this organization shall be vested in a Board of Directors consisting of a minimum of 10 Directors and a max of 14 Directors for three-years terms and shall include the president as a non-voting member. Vacancies shall be filled, as/if required, via election by the Board of Directors, for a new term.

Section 2: No director may serve more than two consecutive terms. However, when the Vice President succeeds to the office of President, then he/she may continue serving as President.

Section 3: After a director has served two consecutive terms and is off the board, he/she may return after 1 year provided there is a vacancy available.

Section 4: The nominations committee shall meet no later than October of each year to prepare a slate of nominees for ensuing three-year director terms. The results will remain confidential until the December membership meeting.

Section 5: The elected directors' terms begin with the January board meeting.

Section 6: The board of directors shall annually elect from their number a Vice-President and Secretary/Treasurer.

Section 7: The Vice-President shall automatically succeed to the office of President and shall take office along with the other officers at the January board meeting. If for any reason the Vice-President fails to serve as president, then the Board of Directors shall elect both a President and Vice-President.

Section 8: A director, who misses three consecutive board meetings, and/or three consecutive meetings shall be deemed as resigned if his/her absences are not excused in advance by the President.

Section 9: Each director is responsible for notifying the office staff of being absent from a monthly board meeting and to assign their proxy to another board member.

Section 10: Any vacancy of a director's position shall be filled by appointment by the president and concurrence of the board of directors. The appointed director shall remain in the position for the duration of the unexpired term.

ARTICLE V: BOARD MEMBERS DUTIES

Section 1: It is mandatory that all Board Members attend all annual fundraisers (Annual Banquet & Mission Tour de Goliad, etc.)

Section 2: All Board Members are required to assist in at least 4 Market Days during the calendar year.

Section 3: Commit yourself to bringing into the Chamber a minimum of 2 new members a year.

Section 4: Attendance at each regular or special Board meeting normally scheduled the second Thursday of the month beginning at 5:15pm. Location of meeting will be provided prior to the meeting. If meetings are cancelled due to no business to act on or lack of a quorum, (6-8 Directors) you will also be notified ahead of time.

ARTICLE VI: OFFICERS

Section 1: There shall be an executive board, which shall have powers and responsibilities as may be granted by the board of directors. Members of the executive board shall include the President, Vice-President, and Secretary/Treasurer. All these officers except the President shall be voting members of the executive board.

A: President – The president shall be the chief executive officer of the Chamber and preside over all meetings. He/She shall see that the managing director and officers are diligent in the discharge of their respective duties.

B: Vice-President – The president-elect shall automatically succeed to the office of President. He/she shall in the absence or disability of the president act in his/her stead.

C: Secretary/Treasurer – The secretary shall prepare minutes of the regular and special meeting and present those minutes to the Board of Directors for approval.

Also, shall be responsible for maintaining the Chamber's financial records, disbursing funds, and preparation of financial and tax reports, preparation of an annual budget for the coming year and arrange for, with board approval, of the cost of an annual audit of all financial records.

ARTICLE VII: MEETINGS

Section 1: There shall be a bi-annual general membership meeting.

Section 2: The board shall meet monthly, at a location and time designated by the president. An agenda shall be prepared by the Executive Director and posted 48 hours prior to the meeting. Only matters listed on the agenda can be voted upon. Other items can be brought before the Board of Directors for discussion only. Approved monthly minutes will be posted on website.

Section 3: Special board of directors' meetings may be called by any five members of the board or by the president. Due notice shall be provided to each director.

Section 4: Due notice shall consist of personal contact by the executive manager in one of the following ways: face to face, by the telephone, and/or by email (3) three working days prior to the meeting.

ARTICLE VIII: QUORUM

Section 1: One more than half of the current board of directors or signed proxy votes of absent members shall constitute a quorum for board of directors' meetings.

Section 2: Quorum is considered half +1 (6-8 Directors).

ARTICLE IX: FINANCIAL MANAGEMENT

Section 1: Two signatures shall be required for issuance of a check or execution of any other financial transaction. The President and Secretary/Treasurer shall be the cosigners. If one is unavailable, then any other officer may sign.

Section 2: Monthly and annual financial reports shall be prepared by the Executive Director under direction of the Secretary/Treasurer. The reports shall be presented at the monthly board and bi-annual general membership meetings. A copy of the annual report shall be provided to the City of Goliad if funding from the hotel/motel tax is received by the chamber.

Section 3: All tax reports and payments shall be prepared and filed by the Executive Director under the direction of the Secretary/Treasurer.

Section 4: The annual budget prepared by the finance committee, chaired by the Secretary/Treasurer, shall be approved by vote of the Board of Directors.

ARTICLE X: MANAGEMENT

Section 1: The management and direction of the chamber of commerce is vested in the board of directors. The board shall have control of its funds, officers, and employees.

Section 2: Debate upon any question shall be limited and reasonable and the board of directors shall determine the order of proceedings. Only those items listed on the agenda are eligible for an action vote.

Section 3: Resignations of membership in the chamber shall be addressed to the president and accepted if a member is in good standing. (all dues and fees must have been paid)

Section 4: All correspondence from or to the chamber shall be open only to members of the board unless it is determined by the board that the interest of the chamber will best be served by disclosure.

Section 5: Goliad County Chamber of Commerce members, directors, officers or employees shall not commit the chamber to any political or religious question or the advocacy of any candidate for public office.

Section 6: The president may delegate the conducting of routine chamber business to other board members. The President, with Board approval, shall be responsible for hiring an Executive Director to manage the daily operations of the chamber.

Section 7: The Executive Director shall be an ex-officio member of all committees.

- A. It shall be his/her duty to retain full and accurate records of proceedings of each committee, board and membership meetings of the chamber. He/She shall preserve these records in durable and convenient form.
- B. He/She shall perform all daily business functions necessary to the operations of the chamber not specifically prohibited by by-laws elsewhere.
- C. He/She shall perform any other duties as directed by the board.

Section 8: Only the President, Secretary/Treasurer and Vice-President shall instruct the Executive Director in their duties in operating the Chamber.

ARTICLE XI: AMENDMENT OF BYLAWS

These bylaws may be repealed or amended by majority vote of those present at any membership meeting provided that due notice of the nature of the proposed amendment and due notice of the meeting date, time, and location shall have been given.

ARTICLE XII: DISSOLUTION

The chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to members of the chamber. On dissolution of the chamber, any assets, funds, and/or property remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations, to be selected by the Board of Directors, which would then qualify under the provisions of Section 501 (c) (6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

AMENDED January 14, 1992 Regular meeting

AMENDED May 25, 1995 Special meeting of the Board of Directors

AMENDED August 10, 1995 Regular meeting

AMENDED May 9, 1996 Regular meeting

AMENDED January 10, 2000 Board of Directors meeting

AMENDED November 11, 2004 Regular Meeting

AMENDED May 11, 2006 Regular Meeting

AMENDED December 13, 2012 Regular Meeting

AMENDED January 09, 2020 Regular Board Meeting