



**BY-LAWS**  
*Of the*  
**League City Regional Chamber of Commerce**

**Article I: Name and Purpose**

**Section 1.1 Name**

This Chamber, incorporated under the laws of the State of Texas, shall be known as the League City Regional Chamber of Commerce. (“Chamber”) Its principal office and place of business shall be the City of League City, Galveston County, Texas. The Chamber shall service the City of League City and the surrounding region. The name of this organization shall be the League City Regional Chamber of Commerce.

**Section 1.2 Purpose and Mission**

The Chamber has as its objectives to build a dynamic and expanding economy, promoting community development, and improving living standards while strengthening and improving the free competitive enterprise system, promoting, and supporting the businesses and resources of the region and preserving our representative and limited government.

Mission Statement: To drive the region’s business success by fostering an environment that addresses members’ needs and engages their interests.

**Section 1.3 Limitations**

The Chamber shall be non-profit, non-partisan and non-sectarian, but will concern itself with governmental affairs when it is in the best interests of the League City Regional Chamber of Commerce. The Chamber shall observe all local, state, and federal laws which apply to non-profit organizations as defined in Section 501 c (6).

**Article II: Membership**

**Section 2.1 Eligibility**

Any person, corporation, partnership, or other legal entity (hereinafter “Individual Members”) shall be limited to those persons who do not conduct any business or maintain an office for the practice of their profession in the area served by the League City Regional Chamber of Commerce.

**Section 2.2 Membership Dues**

Completion of an application and payment of annual dues in full for all new members or with pre-approved quarterly payments for renewing members will be submitted to the Board of Directors for approval. Memberships begin with payment of dues and will be renewed annually.



### **Section 2.3 Member Representative and Voting**

Each business membership in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members, which shall be cast by its designated representative. Individual memberships shall have no vote.

### **Section 2.4 Change of Representatives**

Any Member of the Chamber shall have the right at any time to change any or all its representatives upon written notice.

### **Section 2.5 Membership Benefits and Refunds**

It is required that a Chamber member be in good standing in order to receive the many benefits that the Chamber offers. The Chamber shall not be obligated to refund any dues paid unless the member requests a refund in writing within sixty (60) calendar days of payment. Refunds will be issued on a pro rata basis.

### **Section 2.6 Referrals**

- a. Since the League City Regional Chamber of Commerce is supported by many firms which are in competition with each other, a list of members and services can be located on our website or other media available in the chamber offices.
- b. The Chamber does not refer or endorse any specific member.

### **Section 2.7 Termination**

- a. Any member may resign from the Chamber upon written notification to the Chamber's Board of Directors or President/CEO.
- b. Any Member whose dues or any outstanding debt remain unpaid for 121 calendar days after their due date shall be dropped from the membership of the organization by authority of the Chamber's Board of Directors, unless extended for good cause.
- c. Membership may also be terminated by the Chamber's Board of Directors for cause. Any member can be expelled by a majority vote of the Board of Directors present and voting after notice and opportunity of hearing for conduct unbecoming of a member or for actions detrimental to the interests of the Chamber.
- d. Any sponsorship paid prior to termination is non-refundable.

### **Section 2.8 Membership Reinstatement**

Subject to section 2.2. and 2.5, should a Member request to rejoin the Chamber, they will be considered "reinstated" once all financial obligations due to the League City Regional Chamber have been satisfied.

## **Article III: Membership Meetings**

### **Section 3.1 Annual Meeting**



The annual membership meeting of the League City Regional Chamber of Commerce shall be held each year, with the date, place, and hour to be designated by the Chamber President/CEO.

### **Section 3.2 Special Membership Meetings**

Meetings of the members may be held at such times as the Chamber President/CEO, Chair of the Board of Directors may determine, or upon written request of twenty-five (25) percent of the members in good standing, The notice shall contain a statement of the purpose of the meeting and shall be issued at least five (5) business days and not more than sixty (60) calendar days preceding the meeting. Meeting notices can be emailed, sent electronically, or mailed.

### **Section 3.3 Parliamentary Procedure**

All questions of parliamentary procedure shall be decided according to the most recently adopted Robert's Rules of Order.

### **Section 3.4 Voting**

Each business membership in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members, which shall be cast by its designated representative. Individual memberships shall have no vote.

## **Article IV: Board of Directors**

### **Section 4.1 Authority**

(a) The government of the Chamber, the direction of its work, and the control of its property and finances shall be vested in its Board of Directors, who shall meet on a date prescribed by the Board.

(b) The Board of Directors shall adopt such policies and procedures for conducting the business of the Chamber and for carrying on its work as may be consistent with the By-Laws and state and local laws.

(c) The Board of Directors shall submit to the membership an annual report on the work of the Chamber. The report shall be provided at the annual meeting and/or by mail or electronic mail.

(d) The Board of Directors shall have power to fill all vacancies occurring on the Board between the annual elections. A Director resigning during his/her term may be replaced by nomination by the Chair of the Board with approval by simple majority of the Board of Directors.

(e) Absence from three (3) regularly scheduled Board of Director meetings during any annual term as a Director without an excuse deemed valid by the Chair of the Board and so recorded by the Board of Directors shall be construed as a resignation.

### **Section 4.2 Board Membership**

The Chamber's Board of Directors shall consist of the following membership including:



- a. The Board of Directors shall be comprised of a minimum of ten (10) not more than twenty (20) members elected at large from the voting membership.
- b. Directors will be elected to four (4) year terms.
- c. Board members will be staggered to have tenured representation each year.
- d. The Board of Directors may approve term extensions due to extenuating circumstances. Such additional terms will be for increments of one (1) year, up to a maximum of 3 years.
- e. The Board of Directors shall at any time select Ex Officio members (up to a max of 5). Ex Officio members of the Board shall attend Board meetings (excluding certain executive sessions as determined by the Executive Committee). Ex Officio members are not voting members.

#### **Section 4.3 Officers of the Board of Directors**

The following Officers will be elected by the current Board of Directors from its own membership: Chair of the Board, Chair Elect of the Board, Treasurer and Secretary. Officers are elected for a one (1) year term. Officers may serve for one additional term in the same office, if duly elected by the board. Election of Officers shall be completed by October 1 of each year.

#### **Section 4.4 Regular Meetings of the Board of Directors**

The Board of Directors shall meet regularly at a time, date and place agreed upon by the majority of the Board (electronic or in person).

#### **Section 4.5 Quorum**

A simple majority of the Directors must be present to constitute a quorum of said body. A Director present by proxy at a meeting will not be counted toward a quorum. Action may be taken by affirmative vote so long as a simple majority is present.

#### **Section 4.6 Nomination and Election of Directors**

The selection of nominated Directors for elections is as follows:

- a. The Nominating Committee will consist of the President/CEO, plus five (5) members, consisting of three Directors and two members in good standing. The Nominating Committee shall be appointed by the Chair of the Board no later than the regularly scheduled monthly meeting of the Board of Directors in August of each year to nominate candidates for election to the Board of Directors. The Nominating Committee shall elect a member of the Nominating Committee as the Chair of the Committee.
- b. Prior to the September monthly meeting of the Board of Directors, the Chamber shall publicize to the Membership that a committee has been formed and request nominations for board positions. The acceptance of nominations shall close ten (10) business days after notification to the Membership. The Committee may add the names of any qualified individuals for consideration at their discretion. The Nominating Committee will prepare a slate of nominees for presentation at the September Board meeting.



- c. Prior to October of each year, the Membership shall be notified by ballot of the names of the persons nominated as candidates for Directors. In such notification, the process to write-in nominees shall be explained whereby any Member can make a nomination through the write-in method, even though not proposed by the Nomination Committee. Members then have a 10-day period after the notification to submit their Board nominees.
- d. The nominating committee shall develop the full list of nominees (slate of nominees), including those nominated by members (write-ins), and at the next regularly scheduled board meeting, the Directors shall vote and approve the newly elected Directors.
- e. Newly elected and returning Directors will be installed at the annual general membership meeting. All must be sworn in before the first Board meeting of the new year.
- f. Should a Director change employment and their new employer is not a Chamber Member or the Director is not the designated representative of a member business, the Director shall have thirty (30) calendar days to (1) resign their Board position, (2) become the designee of their new employer or, (3) purchase a personal membership.
- g. Orientation and Training: Each Member voted to the League City Regional Chamber of Commerce Board of Directors is required to attend an orientation meeting in January of their new term. Board training will occur before the first scheduled Board meeting of the new year or swearing in of the new Board, whichever is the latter.

#### **Section 4.7 Vacancies**

Vacancies may be filled at the discretion of the Executive Committee, with approval by majority vote of the full Board of Directors. Directors elected to fill vacancies shall hold the position for the unexpired term once being sworn in.

#### **Section 4.8 Special Meetings of the Board**

Special meetings of the Board may be called by the Chair of the Board, an Officer of the Board, or by written request by a majority of the Directors, providing that a written notice or e-mail stating the purpose of the meeting shall be issued to each Director not less than twenty-four (24) hours preceding the meeting. Less notice may be given in cases of emergency. Only the purpose stated in notice shall be discussed at the meeting. The Chair will determine the location and mode of the meeting (electronic or in person). In special cases decisions requiring board approval may be proposed and approved via email.

#### **Section 4.9 Executive Session**

Executive Sessions are confidential to all who are present and allow for the Board of Directors to discuss various confidential matters affecting the League City Regional Chamber of Commerce. When the Board of Directors for the League City Regional Chamber of Commerce has meetings,



or special meetings called for this purpose, Executive Sessions may be on the agenda, or the Chair of the Board may call one. Additionally, any Director may move for the Board of Directors to enter an Executive Session at the end of a regularly scheduled Board meeting with consent being granted by a majority vote of the Board. Prior to entering Executive Session, all non-board members will leave the room; 1. Any board member with an actual or perceived conflict of interest may be excused from the executive session. 2. Legal counsel of record for the Chamber should not be in the room unless specifically invited by the Chair of the Board 3. The Board of Directors agrees by majority vote that there should be a special invitee. Taking of minutes is required during these sessions and any votes taken are to be recorded.

## **Article V: Officers**

### **Section 5.1 Officers of the Board of Directors**

The Chair, Chair Elect, Secretary and Treasurer of the Board shall serve as the Officers of the Corporation. All Officers, with the exception of the Immediate Past Chair, shall be nominated and elected as set forth in this Article by the Board of Directors.

### **Section 5.2 Election of Officers**

By October 1, the Board of Directors will elect the following year's officers from among the existing Directors. At the meeting, any Director may nominate any other Director for office. A majority of the votes will constitute the selection of the Officers.

### **Section 5.3 Duties of Officers**

#### **Chair of the Board**

- The Chair shall serve as the Chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors, and Executive Committee.
- The Chair of the Board shall, with the advice and counsel of the President/CEO, assign Committee Chairs subject to Board of Directors approval.
- With the approval of the Board, the Chair shall appoint a member who is an attorney licensed to practice law in the State of Texas to be the volunteer Legal Counsel to serve during the attorney's term.
- The Chair of the Board shall assist the Board of Directors and the President/CEO in determining that the program activities of the Chamber are at such duration as is required, and to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.
- The Chair of the Board shall serve as the Chamber's representative along with the President/CEO unless otherwise decided by the Board to any other organization in which the Chamber maintains a membership.



### **Chair Elect**

- The Chair Elect shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair.

### **Secretary**

- Shall be responsible for compiling and distributing the minutes to the Chair of the Board of Directors and the President/CEO within seven (7) business days following each full board and executive committee meeting.
- Shall serve as the custodian of all corporate records and shall perform such duties as may be prescribed by the Executive Committee or the Chair.

### **Treasurer**

- Shall obtain and review monthly financial statements with the President of the Chamber and Chair of the Board prior to each Board meeting and shall present all financial records to the Board at least once a month.

### **Immediate Past Chair**

- The Immediate Past Chair of the Board shall serve as a member of the Executive Committee and shall perform such other duties as may be assigned by the Chair or the Board of Directors

### **President/CEO**

- The President/CEO shall be the chief administrative and executive officer.
- The President/CEO shall serve as advisor to the Board of Directors, Executive Committee. Shall assemble information and data and direct preparation of special reports as determined by the program of work of the Chamber.
- The President/CEO shall be responsible for the day-to-day operations in accordance with chamber policies and procedures.

### **Section 5.4 Officer Vacancy**

Vacancies shall be filled by nomination of the Executive Committee, with approval by majority vote of the full Board of Directors. Officers elected to fill vacancies shall hold the position for the unexpired term. The unexpired term is not counted towards the number of terms a member may serve on the board.

### **Section 5.5 Officer/Director Removal**

Any Officer/Director of the Chamber may be removed with or without cause by a majority vote of the Board at a meeting called for that purpose.

## **Article VI: Committees**



### **Section 6.1 Executive Committee**

The Executive Committee shall consist of the elected officers and the immediate Past Chair of the Board.

- The Executive Committee, during the intervals between meetings of the Board of Directors, possesses and exercises all the authority of the Board of Directors in the management and direction of the Chamber. Any action taken by the Executive Committee shall be ratified, rescinded, or set aside by the Board of Directors.
- The Board of Directors may, at any time, limit or restrict the powers of the Executive Committee.
- Members of the Executive Committee shall serve one-year terms.
- Meetings of the Executive Committee may be called at any time by the Chair of the Board. A simple majority of the Executive Committee must be present to constitute a quorum.

### **Section 6.2 Committees**

- A. The Chair of the Board shall appoint whatever Committees they deem necessary for the work of the League City Regional Chamber of Commerce with the inclusion of at least one Board Member to each named Committee as a Board liaison.
- B. Committee reports must be included in the next scheduled Board Meeting packet for review and discussion.
- C. No Committee or Committee member shall have legal authority to represent the Chamber in any contract or obligation without the specific confirmation of the Board of Directors.
- D. Only the current Chair of the Board and the President has the authority to speak on behalf of the Chamber.
- E. Any Committee created by the Chairman shall be ratified, rescinded, or set aside by the Board of Directors.

## **Article VII: Finances**

### **Section 7.1 Fiscal Year**

- A. The Chamber's fiscal and operating year shall begin on January 1 and close on December 31.

### **Section 7.2 Financial Accounting**

- A. Generally Accepted Accounting Principles (GAAP) shall be the standard for all financial records.
- B. Financial audits and or reviews are to be performed and reported to the Board by a certified financial firm, other third parties or an internal committee of Members as determined by the Board annually pursuant to the Chamber's Financial Policy and Procedures.





### **Section 7.3 Bond / Insurance**

A. The Chair of the Board, Treasurer, President/CEO, Directors, and such other Officers and Staff as the Board designates shall be bonded by a sufficient fidelity bond and or sufficient liability insurance, the amount to be reviewed and approved periodically by the Board.

### **Section 7.4 Budget**

A. An operating budget shall be submitted to the Board for approval annually no later than December 1st.

B. Non-budgeted payments or purchases over \$1,000.00 and contractual agreements that exceed a one-year term shall be approved by the Board prior to payment or execution.

### **Section 7.5 Financial Reporting**

A. During regular scheduled meetings, the Board shall review and approve the most recent financial reports.

B. Annually the Board shall review and approve the prior year-end Balance Sheet, Fixed Asset report, Profit & Loss report and IRS Form 990 as soon as they are available.

C. Financial reporting records approved by the Board shall be available to Chamber Members upon request.

### **Section 7.6 Financial Relationships & Review**

A. All money paid to the Chamber shall be held in accounts at a Chamber Member financial institution with these relationships reviewed on a periodic basis. Any changes to existing accounts, creation of new accounts, or closure of account relationships shall be reviewed and approved by the Board in advance.

B. Only the elected Officers of the Board, employees of the Chamber or persons authorized by Board Resolution shall have the authority to act financially on behalf of the Chamber.

### **Section 7.7 Cash and Other Receivables**

A. Funds for deposit will be recorded in the accounting and Chamber Management Systems and reconciled monthly.

B. Accepting credit card payments from members or others will be processed using a verified service or portable credit card system. Once processed, no credit card data will be stored in any manner to comply with the existing Payment Card Industry Data Security Standard (PCI DSS).

### **Section 7.8 Financial Record Retention**

A. The Board will establish and maintain a Record Retention Policy with appropriate Procedures to ensure records are maintained securely and destroyed as deemed appropriate.



### **Section 7.9 Cash Reserve**

A. The Board will establish and maintain a Cash Reserve Policy with Procedures to ensure the financial stability of the mission of the Chamber.

### **Section 7.10 Other Financial Procedures**

A. The Board will establish and maintain other Policy and Procedures to ensure the financial stability of the mission of the Chamber as related to the Boards fiduciary responsibilities.

## **Article VIII: Dissolution**

### **Section 8.1 Dissolution Plan:**

Upon dissolution of the corporation or the winding of up its affairs, the asset of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501©(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **Article IX: Indemnification**

### **Section 9.1 Indemnification**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of the President/CEO and any and all of its Directors or Officers, volunteers, employees or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or Officers, volunteers, or employees of the Chamber, except in relation to matters as to which such Director or Officer, volunteer, employees, or former Director or office shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## **Article X: Amendments to the Bylaws**

### **Section 10.1 Amendments**

These Bylaws may be amended at any regular meeting, or special meeting called for the purpose, by a vote of two-thirds of the Board of Directors.

### **Section 10.2 Notice to Board of Directors and Membership**

Notice of meetings at which such Amendments are to be considered must be given at least seven (7) business days prior to the time of the board meeting with the proposed Amendments provided for review at such time, and (5) business days prior to that for Members.

Amended (10/13/2020)



**AMENDED (9/28/2021)**

**AMENDED (11/29/2022)**

**AMENDED (10/13/2023)**

**AMENDED (7/23/2024)**