

**CONSTITUTION AND BY-LAWS  
OF THE  
LAMPASAS COUNTY CHAMBER OF COMMERCE**

**Approved December 1977  
Revised March 1979, March 1981, May 27, 1998, June 10, 1999, October 2000,  
August 2018, January 2022, ~~March~~ January 2024**

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**ARTICLE I  
GENERAL**

**Section 1. NAME**

This organization is incorporated as a 501c (6) under the laws of the State of Texas and shall be known as the Lampasas County Chamber of Commerce, Incorporated, also “the Chamber”.

**Section 2. PURPOSE**

The Lampasas County Chamber of Commerce is organized to advance the general welfare and prosperity of the Lampasas area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the economic, civil, commercial, industrial and educational interests of the area. The mission of the Chamber is “To promote business, economic growth, and tourism by partnering with current and future Chamber members, community leaders and the citizens of Lampasas County.”

**Section 3. AREA**

The Lampasas area includes the cities of Lampasas, Lometa, Kempner, the communities of Bend and Adamsville, and the county of Lampasas.

**Section 4. LIMITATIONS OF METHODS**

The chamber shall be nonprofit, nonpartisan, and nonsectarian.

**ARTICLE II  
MEMBERSHIP**

**Section 1. ELIGIBILITY**

Any person, association, corporation, partnership, or estate having an interest in the purpose and objectives of the chamber shall be eligible to apply for membership.

## Section 2. ELECTION

Applications for membership may be in writing or electronically on forms provided for that purpose and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled dues as provided in Section 4 of this article, upon review and recommendation by the Board of Directors at any meeting thereof.

## Section 3. CLASSES OF MEMBERSHIP ~~Remove~~

There shall be seven classes of membership: Classes of membership may include:

- A. Individual membership applies to persons engaged in non-commercial activities,
- B. Business membership applies to firms, partnerships, or corporations engaged in any business or profession.
- C. Farm and Ranch memberships apply to persons who engage in farming and ranching as a part-time venture but not as a full-time business.
- D. Non-profit membership applies to organizations or associations which hold a 501c(3) status.
- E. Second business applies to firms, partnerships, or corporations engaged in any business or profession owned by a member business
- F. Courtesy/Complimentary membership applies to other local Chambers of Commerce as a courtesy in relationship with the Chamber.
- G. Mobile Business Partner applies to any business that does not have a brick and mortar retail location such as a food truck, festival vendor, at-home business.

The membership classification decision between business or individual will be made by the Executive Director of the Chamber (identified in Article IV Section 6) or designated staff, subject to review by the Board of Directors.

## Section 4. DUES 3.

Membership dues shall be at such a rate, or rates, schedule, or formula as may be from time to time prescribed by the Board of Directors, payable annually. All changes in membership dues or rates require at least fourteen days' notice to all members of the Chamber before becoming effective.

## Section 5. TERMINATION 4.

- A. Any member may resign from the chamber upon written request to the board of directors.
- B. Any member may be suspended after 30 days of non-payment and expelled by the Board of Directors by a two-thirds vote for non-payment of dues after 60 days from the date due, unless otherwise extended for good cause.

- C. Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member of prejudicial to the aims or reputation of the Chamber. Only after notice and the opportunity for a hearing before the Executive Committee has been extended to the member will said member be eligible for expulsion.

**Section 6. VOTING 5.**

Each dues-paying member of the chamber is entitled to one vote in any election along with any general or special meetings of the membership.

**Section 7. EXERCISE OF PRIVILEGES 6.**

Any firm, association, corporation, partnership, or estate that holds a membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscription and shall have the right to change its membership nomination upon notice.

**Section 8. ORIENTATION 7.**

Orientations on the purpose and activities of the Chamber will be conducted annually by the Executive Director or other person designated by the president for new directors, officers, committee chairmen, new members, and other groups as designated by the President.

**ARTICLE III  
MEETINGS**

**Section 1. GENERAL MEMBERSHIP MEETINGS**

Special meetings of the general membership of the Chamber may be called by the President as deemed appropriate, by a majority vote of the Board of Directors, or by petition of at least twenty dues paying members in good standing. Notice of the purpose, time, place and date of such meetings will be emailed or mailed, depending on preference, to each said member at least five days before said meeting.

- A. Bi-Monthly meetings of the Board of Directors and of the various committees will be held as established in Articles IV and VI.
- B. Quarterly meetings of the Foundation Board will be held as established in Articles IV and VI.
- C. There will be one annual membership meeting held each calendar year with time and place to be determined by the Executive Director and approved by the Board of Directors.

## **Section 2. QUORUMS**

At any duly called general meeting of the Chamber, twenty members will constitute a quorum; a majority of the current Board of Directors shall constitute a quorum at a meeting of the Directors; at committee meetings, a majority of the members present shall be a quorum.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1. COMPOSITION**

The Board of Directors shall be composed of a minimum of twelve members at all times, with the capability of seating up to, but not more than twenty members at any given point. Six of the Directors will be elected annually to serve for three years. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs. To be eligible for nomination to the Board of Directors the nominee must have previously volunteered for the Chamber in some capacity for no less than one year and be a member in good standing.

### **Section 2. SELECTION AND ELECTION OF DIRECTORS**

- A. Publicity of Nominations: Notice shall be emailed to the Chamber membership that the current Chamber Board of Directors is accepting nominations to fill any open seats on its Board of directors.
- B. The Executive Director will review the nomination ballots and present all nominations to the Board.
- C. At the regular November Board meeting, the Executive Director shall announce nominees submitted and it shall be voted on by the Board of Directors.
- D. If the membership does not submit candidates acceptable to the Board of Directors at the regularly scheduled November meeting, the Board of Directors shall nominate and vote on additional nominees no later than the December meeting.

### **Section 3. NEW DIRECTORS**

All newly elected Board members shall be seated at the regular January meeting and shall be participating members thereafter. Retiring directors shall continue to serve until December 31<sup>st</sup>. All Board members are limited to two consecutive terms at a time. At the culmination of the member's second term, the member is required to take one year off as a member of the Board of Directors. At the end of said year the member will be eligible to serve again.

**Section 4. VACANCIES**

The Board of Directors shall address the subject of a Board member who is absent from two regular meetings. Said Board member may be expelled from the board by a two-thirds majority vote, if expulsion is deemed necessary. The Board may fill any open seat at their discretion with a two-thirds majority vote at any called meeting. Vacancies on the Board among the officers shall be filled by the Board by a majority vote.

**Section 5. POLICY**

The Board of Directors is responsible for formulating the policies of the organization.

**Section 6. MANAGEMENT**

The Board of Directors shall employ an Executive Director ~~and shall fix the salary and other considerations of employment, and such other staff as deemed appropriate by the Board. The Board shall fix the salary or wage of the Executive Director and staff and other considerations of employment.~~

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**ARTICLE V  
OFFICERS**

**Section 1. DETERMINATION OF OFFICERS**

The Board of Directors shall reorganize for the coming year at their initial regularly called meeting every January. At this meeting, the Board shall elect the President, Vice-President, Secretary, and Treasurer. To be eligible for office, candidates shall have served at least one year on the Board of Directors. All officers shall serve for a term of one year or until their successor assumes the duties of office, and they shall be voting members of the Board.

**Section 2. DUTIES OF OFFICERS**

A. President. The President shall serve as the volunteer executive head of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President represents the Chamber of Commerce as an advocate and spokesperson of the chamber and approves and signs all contracts.

The president has the responsibility with the advice and counsel of the Executive Director, to assign committee chairs to divisional and departmental responsibility, subject to the Board of Directors' approval. The President may, with the advice and counsel of the committee chairs and the Executive Director, determine committees, assist in the selection of committee personnel, subject to the approval of the Board of Directors.

- B. Vice -President: The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President and will attend executive committee meetings.
- C. Treasurer: Shall review and monitor the budget on a quarterly basis. He/she shall work with the Executive Director to develop the overall annual budget.
- D. Secretary. The secretary shall take minutes at all Board of Directors and Executive Committee meetings where he/she is present, and cause to be prepared notices and minutes of the meetings of the Executive committee and Board of Directors meetings two weeks post meeting. ~~In the event the Secretary is not in attendance at any of these meetings, the President shall appoint someone to replace them during said meeting.~~
- E. Committee Representatives. The duties of the committee representatives shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the president and the board of directors.
- F. Executive Director. The Executive Director shall be the chief administrative, technical advisor and executive officer. The Executive Director shall prepare notices, agendas and minutes of the meetings of the board. The Executive Director shall serve as advisor to the President and committee chairs on program planning. He/she shall assemble information and data and cause to be prepared special reports as directed by the President. The Executive Director shall be a non-voting member of the Board of Directors, the Executive committee and all committees. With the assistance of the committee chairs, he/she shall be responsible for administration of the program-of-work in accordance with the policies and procedures of the Board of Directors. The Executive Director shall be responsible for hiring, directing, supervising and releasing all employees. ~~at the direction of the board of directors.~~ He/she shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board of Directors. He/she shall be responsible for all public relations and marketing, which represents the Chamber to the public. He/she shall be responsible for all expenditures within approved budget allocations. The Executive Director shall serve as staff liaison to the Board and all committees.

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**Section 3. EXECUTIVE COMMITTEE**

The Executive Committee shall act on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the President, Vice-President, Treasurer, Secretary, and the Executive Director.

**ARTICLE VI  
COMMITTEES AND DIVISIONS**

**Section 1. APPOINTMENT AND AUTHORITY**

The President may appoint such ad hoc committees and their chairmen, or delegate such task to the Executive Director, as the President deems necessary to carry out the Program of Works of the Chamber. Committee appointments shall be at the will and pleasure of the President and the Executive Director. Committee members will sign committee forms at the discretion of the Board of Directors.

It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the board.

Committee Chairs: duties of the committee chairs shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors. It shall be the function of the committee chairs and/or the Executive Director to make reports to the Board on activities and proposed expenditures and actions to secure board approval. Any contracts signed during duration of the committee must be reviewed, negotiated and signed by the President of the Board and the Executive Director, as approved by the Board of Directors.

**Section 2. LIMITATION OF AUTHORITY**

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute and expression of, the policy of the Chamber until it shall have been approved or ratified by the Executive board of the Board of Directors.

Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors it is deemed wise to discontinue the committee.

Committee chairs and committee members may be expelled in the same manner as set out in Article II Section 5 above.

**Section 3. TESTIMONY**

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or, in his/her absence, whom he/she designates from his/her committee as being familiar enough with the issue to give testimony to, or make presentation before, civic and governmental agencies. In case it is not feasible for the member or the Chairman to present the testimony or position, another member, officer, or staff member may be designated by the Board to represent the Chamber.

**Section 4. DIVISION**

The board may create such divisions, bureaus, departments, or councils, as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments or councils.

No action or resolution of any kind shall be taken by divisions, bureaus, departments or councils having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

**Section 5. THE LAMPASAS COUNTY CHAMBER OF COMMERCE FOUNDATION**

The Lampasas County Chamber of Commerce Foundation is a 501c (3) organization, with the express mission and purpose to generate revenue towards capital improvements, education, communication, economic development and activities pertaining to the Lampasas County Chamber of Commerce mission to promote business, economic growth, and tourism by partnering with current and future chamber members, community leaders and the citizens of Lampasas County.

**ARTICLE VII  
FINANCES**

**Section 1. FUNDS**

All dues paid to the Chamber shall be placed in a general operating fund. This fund shall be used by the Board to pay for the usual expenses such as staff salary and wages, rent, insurance, utilities, office expenses, etc. Various committees and departments may have special funds dedicated to their specific area of interest pending approval by the Board and the approved established Chamber budget. All funds received as Hotel Occupancy Tax disbursements shall be deposited into a separate operating account to abide by state law.

**Section 2. DISBURSEMENTS**

Upon approval of the budget, the President, Treasurer and Executive Director are authorized to make disbursements on accounts and expenses authorized in the budget without additional approval of the Board. Disbursements shall be by check, signed by the President, ~~or Treasurer, or Executive Director~~ or by such other directors as designated by the board.

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### **Section 3. FISCAL YEAR**

The fiscal year of the Chamber shall be October 1 through September 30 of the following year.

### **Section 4. BUDGET**

The budget shall be prepared by the Executive Director and the Treasurer, ~~if necessary,~~ in June of each year. ~~and submitted to the City Council for approval at the July meeting.~~ The Board of Directors shall also approve all budgets, as deemed necessary by the Board of Directors, for all committees, which fall under the umbrella of the Chamber of Commerce.

### **Section 5. ANNUAL AUDIT**

Upon the request of the Board of Directors and by two-thirds vote 60 days prior to the end of the fiscal year-end, an audit committee appointed by the President shall audit the accounts of the Chamber of Commerce. This shall be completed at the close of business on September 30. The audit shall always be available to members of the organization within the offices of the Chamber.

### **Section 6. BONDING**

The Executive Director and such other officers and staff as the Board may designate, may be bonded by a sufficient fidelity bond OR Directors and Officers Insurance; in an amount set by the board and paid for by the Chamber.

## **ARTICLE VIII DISSOLUTION**

### **Section 1. PROCEDURE**

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 to the benefit of or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

## **ARTICLE IX**

### **Section 1. PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charter or bylaws of the Chamber.

**ARTICLE X  
AMENDMENTS**

**Section 1. REVISIONS**

These bylaws may be amended or altered by a majority vote of the board of directors or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days before the meeting at which they are to be acted upon.

Consider an Indemnification section under Board of Directors

**Section?: Indemnification**

The chamber may, by resolution of the board of directors, provide for indemnification by the chamber of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which any of them are made parties, or a party, by reason of having been officers, directors, or employees of the chamber, except in relation to matters as to which such individuals 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.

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