

**BY-LAWS FOR  
GREATER AUSTIN HISPANIC CHAMBER OF COMMERCE**

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**BY-LAWS OF  
THE GREATER AUSTIN HISPANIC CHAMBER OF  
COMMERCE SECTION I - ORGANIZATION**

**ARTICLE I. OFFICIAL NAME**

**Name**

- 1.1. The name of this organization shall be the Greater Austin Hispanic Chamber of Commerce.
- 1.2. The initials GAHCC shall be the official acronym for the Greater Austin Hispanic Chamber of Commerce.

**ARTICLE II. OFFICES**

**Principal Office**

- 2.1. The principal office of the GAHCC shall be located in Travis County, Texas. The GAHCC 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 GAHCC may require from time to time.

**Registered Office and Registered Agent**

- 2.2. The GAHCC shall have and continuously maintain in the State of Texas a registered ~~office, and office, and~~ a registered agent whose office is identical with such registered office, as required ~~by the~~ by the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office of the GAHCC in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE III. PURPOSE AND POLICY**

**Purpose**

- 3.1. The purpose(s) of the GAHCC are:
  - (a) To promote the interest of 1) small business, including minority and women-owned enterprises, and 2) minority and women professionals and entrepreneurs.
  - (b) To enhance the economic and educational environment.
  - (c) To foster representation in major issues of public policy; and

- (d) To promote awareness and preservation of the Hispanic heritage.

### Policy

- 3.2. All policies shall be established or repealed by the act of the GAHCC Board of Directors (hereinafter referred to as the "Board") at a regular or special called board meeting, and no policies shall be established that in any way abrogate the letter or spirit of these by-laws.

### Nature of Entity and of Activities

- 3.3. The Chamber is an incorporated non-profit association of voluntary members, and it ~~shall have~~ ~~shall have~~ all powers conferred under the laws of the State of Texas governing non-profit corporations ~~profit corporations~~.

- (a) Non-Profit Organization. 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.

- (b) Limitations. The Chamber in its activities shall take no part in or lend its influence on the election or appointment of any candidate for federal, state, county, or ~~city office~~ ~~city office~~. The Chamber shall not endorse any school district candidate, ~~political candidate~~ ~~political candidate~~, or political party, nor shall it take part in religious discussion. It ~~may, however, may, however,~~ act on any policy question or issue that directly or indirectly ~~affects the~~ ~~affects the~~ welfare of the organization and of its ~~Members~~ ~~members~~, or the City of Austin and its contiguous territory. This limitation shall not be construed as limiting the right of any Member or Member Representative of the Chamber to exercise his or her personal right of citizenship by engaging in political, sectarian, or ~~partisan activities~~ ~~partisan activities~~.

### Prohibited Behavior / Code of Conduct

- 3.4 Prohibited Behavior: ~~To protect the integrity and reputation of GAHCC as a professional organization and the safety of all of its members, harassment or abuse are strictly prohibited. The GAHCC maintains a zero-tolerance policy against all forms of harassment.~~ This applies to all GAHCC members, employees, board directors, vendors, ~~volunteers, students,~~ guests of events, and other parties participating in GAHCC organized events. Proper disclosure of this policy should also be made readily available in GAHCC communications (website, event registration, vendor agreements, membership application, board director applications, employment applications, and all other necessary communications). Prohibited behavior ~~includes but is not limited to~~ ~~described as:~~

- a) Harassment: Unwelcome conduct, whether verbal, physical, or visual, that is based on an individual's protected characteristics (e.g., race, gender, sexual orientation, ~~religion,~~ ~~disability,~~ etc.). Harassment can include offensive jokes, slurs, epithets, name-calling, physical assaults or threats, intimidation, ridicule, mockery, insults, offensive objects or

- pictures, and interference with work performance.
- b) Threatening Behavior: Any act, gesture, or language that conveys an intention to cause harm or intimidation to another person or property is strictly prohibited.
  - c) Violent Behavior: Any form of physical force that results in or has the potential to result in injury to others or property damage is strictly forbidden.
  - d) Reports of harassment should be promptly reported to the GAHCC President or
  - e) Chairperson of the Board of Directors.
  - e)f) Retaliation against anyone who reports a concern or participates in an investigation is strictly prohibited.
  - e)g) Investigation and Resolution: All reports will be promptly and thoroughly investigated. GAHCC will keep complaints and investigations confidential to the extent possible with a thorough investigation and shall maintain confidentiality to the extent possible and to take appropriate corrective action, including disciplinary measures outlined in these bylaws and in the GAHCC personnel policy manual as either may be applicable. Sections 4.7 and 6.8, to address any violations of this Code of Conduct. Retaliation against anyone who reports a concern or participates in an investigation is strictly prohibited.

## SECTION II - MEMBERSHIP

### ARTICLE IV. MEMBERSHIP

#### Classes of Membership

4.1. The GAHCC shall have two (2) classes of members, voting and non-voting.

- (a) Voting Members: The voting and other rights, interests, and privileges of ~~each member~~each member shall be equal. No member shall have any interest or property right in ~~the assets~~the assets of the Chamber, any person or business of good standing that wishes ~~to promote~~to promote the objectives of the GAHCC shall be eligible for membership, subject ~~to the~~to the payment of dues. Such person or business shall hereafter be called "member."

Each member as herein defined shall be entitled to one (1) vote for the purpose ~~of electing~~of electing the Board ~~and amending the by laws.~~ GAHCC includes three ~~categories of~~categories of voting membership.

- (1) Individual Membership: Any person (As defined in Article IV, ~~Section 4.1~~Section 4.1(a) who is a member.
- (2) Business Membership: Any corporation, proprietorship, partnership, or ~~any person~~any person engaged in a profit-oriented business venture that is a member.

(3) Associate Business Membership: Any additional member to a business that is a member. This is a voting membership unless limited by ~~the Board~~the Board.

(b) Non-Voting (Honorary) Membership: Honorary membership shall be granted ~~to individuals~~to individuals, business and organizations that support the objectives of ~~the Greater~~the Greater Austin Hispanic Chamber of Commerce. These members shall be nominated by the Board and approved by a majority vote of the general membership at the annual meeting.

4.2. The Board shall determine the form of membership application, which if adopted must ~~be submitted~~be submitted by a proposed member, along with the required membership dues, in order to be considered for membership. The Board also may in its sole discretion impose additional qualifications or requirements for any class of membership, provided that any additional qualifications or requirements shall not apply to existing members for the then-current term of their membership. The Board shall have the right to review and to accept or reject applications for membership in its sole discretion, provided that unless the Board provides otherwise this power shall be delegated to the CEO and any staff designated by the ~~CEO for~~CEO for this purpose.

#### **Membership Dues**

4.3. Dues must be current as of 30 days prior to the Annual Meeting in order for the member to have voting privileges at the Annual Meeting. Any change in the dues shall be determined by a majority vote of the Board of Directors. No such change shall ~~be adopted~~be adopted unless each Chamber member is given written notice via U.S. Postal or electronic mail of the proposed change or changes, including the effective date of such change or changes; the written notice shall be postmarked or delivered at least twenty- one (21) ~~calendar~~calendar days prior to the Board of Directors meeting at which the proposed change is to be considered. All written comments from chamber members will be considered by the Board of Directors prior to adopting changes.

#### **Transferability of Membership**

4.4. Membership is not transferable.

#### **Termination of Membership**

4.5. Chamber staff shall provide current annual dues invoice 60 days prior to renew date. Membership shall terminate automatically if the member fails to pay the annual dues ~~by~~by the due date.

4.6. The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing before the Board and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XII of these by-laws.

#### **Procedure for Expulsion**

4.7. After it has been determined that a member should be expelled, the following ~~procedure shall~~procedure shall be implemented:

- (a) A review committee shall notify the Board of Directors and the member ~~being expelled~~being expelled. The member shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The notice to the member of his proposed expulsion shall state the date, time, and place of the hearing before the review committee.
- (b) After the recommendation of the review committee, the Board of Directors ~~shall decide~~shall decide whether the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board will be final.

#### **Rights of a Voting Member**

4.8. Voting membership shall confer the following privileges:

- (a) The right to vote in all general assembly meetings of the ~~GAHCC;~~GAHCC.
- (b) The right to serve on the Board or any of the committees under provisions ~~outlined in~~outlined in Article VI and IX of the by-laws; provided the member is duly elected ~~or appointed~~or appointed.
- (c) The right to serve as an elected officer of the GAHCC, provided the member is ~~duly elected~~duly elected.
- (d) The right to be appointed to fill any unexpired term to the ~~Board;~~Board.
- (e) The right to represent the Chamber in any regional or national association, ~~provided the~~provided the member is duly elected as a delegate by the general membership or by ~~the Board~~the Board; and
- (f) The right to be informed by the Board of the status of the GAHCC through an annual report made available for review at the annual meeting, at the ~~GAHCC~~GAHCC

~~office~~GAHCC office or received via email.

## ARTICLE V. MEETINGS OF MEMBERS

### Time and Place

5.1 Meetings of members may be held monthly within standard business hours and at a time and location as the Board may direct. Meetings of members shall be held at such time and place as the Board may direct. Exceptions to this date are recognized holidays and weather events that prompt local elected officials to request or claim ~~a disaster~~ disaster declaration.

### Annual Meeting

5.2 The members of the GAHCC shall meet annually for the purpose of electing Directors. ~~The members may also amend the by laws.~~

### Quarterly Meetings

5.3 A meeting of the general membership may be held on a quarterly basis for the purpose of, including but not limited to, electing Directors, ~~and reviewing and amending by laws.~~ The Board may, at its discretion, decide that a quarterly meeting is unnecessary.

### Special Meetings

5.4 The President of the GAHCC if ordered by resolution of the Board or by ten ~~percent~~ (percent (10%) or more of the certified voting membership of the GAHCC shall call special meetings. Management of the meeting will be in accordance with Roberts Rules of Order, Part ~~II, Organization~~ II, Organization and Conduct of Business, Section 46, Occasional or Mass Meetings.

### Notice

5.5 Notice of the time and date of annual and quarterly meetings shall be delivered to ~~each member~~ each member by U.S. Postal mail or electronic mail at least thirty (30) days prior to ~~such meetings~~ such meeting. Notice of the time and date of special called meetings shall be delivered to ~~each member~~ each member by U.S. Postal mail or electronic mail at least seven (7) calendar days prior to such meeting.

### Quorum

5.6 A quorum shall consist of ten percent (10%) of the certified voting membership. If ~~no quorum~~ no quorum is present, no official business shall be conducted.

### Conduct of Meetings

5.7. Robert's Rules of Order, latest edition, and such rules as may be adopted by the assembly shall govern meetings. No rule shall be inconsistent or in conflict with these by-laws, Articles of incorporation of the GAHCC or with the law.

~~or in conflict with these by-laws, Articles of incorporation of the GAHCC or with the law.~~

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## SECTION III - BOARD OF DIRECTORS

### ARTICLE VI. BOARD OF DIRECTORS

#### Number and Qualifications

6.1. Board shall consist of not less than fifteen (15) elected persons and not more than ~~twenty~~ ~~seventy-seven~~ ~~seventy-seven~~ (27) elected persons, as determined by the Directors. The three chairpersons, ~~Immediate Past~~ ~~Immediate Past~~-Chair, Chairperson and Chairperson-Elect will ~~annually review~~ ~~annually review~~ roster of Directors to ensure that all persons reflect GAHCC's mission ~~and vision~~ ~~and vision~~.

At least seventy percent (70%) of the Directors shall be persons directly engaged in profit-oriented businesses or own an interest in such business. The President of the GAHCC shall serve as ex-officio member of the Board with no voting rights.

Only GAHCC members (or individuals who are part of an organization or entity that is ~~a~~ ~~GAHCC~~ ~~a~~ GAHCC member) are eligible for Board membership. The Board may establish by ~~policy~~ ~~the~~ ~~policy~~ ~~the~~ expectations, obligations and other qualifications for Board members, ~~including without~~ ~~including without~~ limitation any fundraising or "give or get" obligations, which may include the ability of the Board or the Executive Committee to waive such obligations or qualifications in situations deemed appropriate by the Board or Executive committee.

#### Powers

6.2. The Board shall have full power and authority to:

- (a) Establish all policies.
- (b) Hire or terminate and determine the responsibilities of the President & CEO.
- (c) Control all disbursements and finances.
- (d) Approve the annual budget and its amendments.



(e) Exercise all powers not expressly denied by these by-laws.

(f) Amend or repeal By-laws

#### **Increase or Decrease in Directors**

6.3. Increase or Decrease in Directors. The number of Directors may be increased or ~~decreased~~ ~~from decreased from~~ time to time by amendment to, or in the manner provided in these by-laws, but ~~no decrease~~ no decrease shall have the effect of shortening the term of any incumbent Director.

#### **Vacancies**

6.4. Any vacancy on the Board shall be filled temporarily by appointment of the Board. ~~The procedure~~ The procedure for filling the temporary vacancy shall be:

(a) The Chairperson shall nominate to the Board a candidate for the ~~vacancy;~~

~~vacancy;~~ (b) The Board shall vote to approve or disapprove the ~~nominee;~~ nominee.

(c) If approved, the candidate shall serve out the remainder of the term

(d) If not approved, the Chairperson will re-nominate until the position is filled.

#### **Vacancy of Chairperson-Elect**

6.5. Any vacancy of the Chairperson-Elect shall be filled temporarily by appointment of ~~the Board~~ the Board. The procedure for filling the temporary vacancy shall be:

(a) The Chair shall nominate to the Board a candidate for the ~~vacancy;~~

~~vacancy;~~ (b) The Board shall vote to approve or disapprove the ~~nominee;~~ nominee.

(c) If approved, the candidate shall serve temporarily until a successor Chairperson Elect is elected pursuant to Section ~~6.7;~~ 6.7.

(d) If not approved, the Chairperson will re-nominate until the position is filled.

#### **Election Procedures and Terms of Office**

6.6.

- (a) Except as provided in subsection (b) of this subsection, the membership of the Board shall be elected to two (2) year terms ending on the date of the annual meeting, unless removed in accordance with the provisions of these by-laws and subject to his or her earlier resignation or death. The two (2) year terms of service shall be limited to three (3) consecutive terms for a total of six (6) years.
- (b) Board member term extension: Upon completion of a member's term limits, ~~the member~~ the member may be elected by vote of the membership to an additional two-year term. Thereafter, Board Member must wait at least one (1) full year before being eligible to be elected and serve.
- (c) The terms of service of Chairperson and Chairperson-Elect are specified and are ~~in accordance~~ in accordance with Sections 7.2 and 7.3. All other Board members shall be required to stand for election / re-election to the Board at the end of each ~~two~~ (two (2)) year term of service.
- (d) Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting, quarterly meeting, or at a ~~special meeting~~ special meeting of members called for that purpose.
- (e) All regular members shall be eligible for election to the Board as provided for in the by-laws.

#### Selection

6.7 The Directors shall be elected by a majority vote of the voting members at the ~~Annual Meeting~~ Annual Meeting. All voting may be done by viva voce (by the voice) ~~official GAHCC secret ballot~~ in accordance with Robert's Rules of Order. In case of a tie, a run-off election shall be held immediately.

A Nominating Committee appointed by the Board shall submit the name of a -candidate for available places on the Board. ~~The Chairperson-Elect shall submit the name of a candidate for 25% of all available places on the Board.~~ Additional nominations can be made from the floor by the general membership at the -annual meeting for each individual place available.

All candidates shall be nominated to run in a designated Place, *i.e.*, Place 1, Place 2, etc.

Once the new Board ~~are~~ is elected, if not already occurred in within the last 12 months, a special meeting of the Board shall be held within two weeks to elect Board officers (Chairperson, Chairperson-Elect, Secretary and ~~—~~Treasurer and two At- Large Executive Committee Members).

The chairpersons shall occupy their designated ~~—~~places until expiration of their terms in accordance with sections 7.2 and 7.3.

The chair may appoint two at-large executive Committee Members, who ~~must~~ be a board member of the GAHCC to be eligible to serve on the ~~Executive~~ Committee. The Chairperson may appoint a parliamentarian.

### Removal

6.8

- (a) Any Director may be removed from office by a two-thirds (2/3) vote of the ~~entire Board~~ entire Board at any regular Board meeting.
- (b) The Chairperson shall notify any Director who misses (2) consecutive ~~meetings~~ meetings of the Board of his/her possible Removal and Resignation from the Board.
- (c) Any Director who has missed three (3) consecutive meetings without being ~~excused~~ excused by the Chairperson shall automatically vacate his or her seat. For purposes of ~~this section~~ this section, the board retreat, quarterly meetings, monthly Board meetings, special called Board meetings and annual membership meetings are considered meetings of the Board. ~~Additionally, any director who has missed three meetings (whether excused or not) is subject to removal after board vote. The chairperson shall notify the director of the potential of removal and allow the director to give written statement explaining absences. The executive committee shall determine if extenuating circumstances warrant excusing absences and if so, how many (if any) future absences (excused or not) will be allowed. The executive committee also may then choose to bring removal of any director to the board for vote by (2/3) vote for any reason including but not limited to lack of board engagement or code of conduct/prohibited behavior.~~

~~special called Board meetings and annual membership meetings are considered meetings of the Board.~~

- (d) Good cause for removal also ~~exists~~ exists when: a ~~Director~~ director has three (3) unexcused absences; breaches or neglects his or her duties; engages in ~~in~~ harassment ~~in harassment~~ of as described in section 3.4 of these bylaws; ~~follow~~ director(s); harassment or engages in acts or omissions which are detrimental to the best interests of GAHCC.
- (e) A special meeting to consider removal may be called by the President or by ~~written request~~ written request of not less than three (3) Directors. The notice of the meeting will state that removal of the Director will be on the agenda.
- (f) The Director may present reasons why he/she should not be removed. Good cause may also exist when a director fails to attend three consecutive meetings of a given year.

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(g) A Director resigns his or her position by filing a written resignation ~~to the~~ to the Chairperson of the Board. Resignation shall be effective upon filing.

**Compensation**

6.14. Directors shall serve without compensation but may have reimbursement as authorized ~~by~~ by the Board for expenses incurred in service to the GAHCC.

**Conflict of Interest**

6.15. A Director shall not participate in a vote or decision on a GAHCC matter involving a business entity in which the Director has a substantial interest, if it is reasonably foreseeable that an action in the matter would confer an economic benefit to the ~~business entity~~ business entity involved. Additionally, a director with involvement in another organization that conflicts or competes with the GAHCC initiatives may be considered a conflict of interest. A conflict of interest would occur when such involvement negatively impacts the GAHCC. Should this occur, the director shall call for a special meeting by the President & CEO or executive committee. The special called meeting shall include the executive committee and director in question to address and resolve potential conflicts of interest. Should the proposed resolution consider board member removal, the board shall follow the process as outlined in 6.8.

6.16. If a Director or a person related to the Director in the first or second degree by either affinity or consanguinity has a substantial interest in a business entity that either proposes to provide services to GAHCC or potentially will enter into a real estate transaction with GAHCC (including without limitation leasing office space or other property to GAHCC), before a vote or decision on the matter, shall inform the Board in writing by the next scheduled Board meeting stating the nature and extent of the interest and shall abstain from further participation in the matter.

(a) A person has a substantial interest in a business if:

- (1) The person owns five percent (5%) or more of the voting stock or shares or owns \$100 or more of the fair market value of the business entity.
- (2) Funds received by the person from the business entity exceed ten percent ~~(10%)~~ (10%) of the person's gross income for the previous year.

(b) A person has a substantial interest in real property if the interest is an equitable ~~or~~ legal ownership with a fair market value of \$100.00 or more.

6.17. Section 6.15 and Section 6.16 will not apply to, and it shall not be a violation of these by laws for any Director to participate in the consideration or voting on, any contract for goods or services that is (a) for less than \$10,000.00 (on an annual basis) or (b) is for professional services (including without limitation financial, tax, legal or engineering services), and in either case provides for the goods or services to be provided at the

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provider's standard, posted, or market rates.

### Meetings

6.18.

- (a) Meetings of Board Members may be held on the fourth Wednesday of each month, during business hours. Said date may be changed by the Executive Committee by giving fourteen (14) days' notice to the Board and posting notice on the GAHCC website. Exceptions to this date are recognized holidays and weather events that prompt local elected officials to request or claim a disaster declaration.
- (b) The Directors will vote at the first regular meeting following the annual meeting ~~on~~ which on which date of the month to meet for the remainder of the year. Said date may be changed by the Executive Committee by giving fourteen (14) days' notice to ~~the Board~~ the Board and posting notice on the GAHCC website.
- (c) Each Director shall be mailed or emailed a schedule of monthly meetings for ~~the~~ fiscal year. Attendance is required at each monthly meeting, the annual ~~Board retreat~~ Board retreat, and quarterly membership meetings.
- (d) Any absences from required meetings must be reported to and approved by ~~the~~ Chairperson prior to the meeting or event.
- (e) A majority of all the Directors shall constitute a quorum for the transaction ~~of~~ business.
- (f) Proxy Vote. A Board member who is unable to attend a meeting of the Board ~~or a~~ or a Board Committee may vote by written proxy given to any other voting ~~member~~ member of the Board or Committee or designated staff member who attends the meeting ~~in question~~ in question. However, a vote by proxy will not be counted toward the number ~~of Board~~ of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three (3) months from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable ~~or unless~~ unless made irrevocable by law.
- (g) Virtual attendance of meetings. Meetings of Board and any committee of GAHCC may allow virtual attendance, by computer or cell phone. Virtual participation constitutes attendance by that director.
- (h) Meetings of Directors shall be governed by Robert's Rules of Order, as these rules may be revised from time to time, insofar as such rules are not inconsistent with these by-laws, with the Articles of ~~Incorporation~~ Incorporation, or with the laws.

### Special Meetings

6.19.

- (a) Special meetings of the Board may be called by or at the request of the ~~Chairperson~~ ~~or Chairperson or~~ any three (3) Directors. The person or persons authorized to call special ~~meetings~~ ~~of meetings of~~ the Board may fix any place, either within or outside the State of Texas, as ~~the place~~ ~~the place~~ for holding any special meetings of the Board called them.
- (b) Notice of any special meeting of the Board shall be given at least three (3) ~~days~~ ~~previously~~ ~~days previously~~ thereto by written notice delivered personally or sent by mail, ~~e-mail, or e-mail, or~~ facsimile to each Director at his address as shown by the records of the GAHCC. If mailed, such notice shall be deemed to be delivered when deposited in the ~~United States~~ ~~United States~~ mail so addressed with postage thereupon paid. If notice were given by e-mail or facsimile, such notice shall be deemed to be delivered when there ~~is confirmation~~ ~~is confirmation~~ of transmission. Any Director may waive notice of such meeting. The attendance of a Director at any meeting shall constitute a waiver of notice ~~of such of such~~ meeting, except where a Director attends a meeting for the express purpose ~~of objecting of objecting~~ to the transaction of any business because the meeting is not ~~lawfully called~~ ~~lawfully called~~ or convened. ~~Neither the business to be transacted at, nor the purpose, any purpose, any~~ regular or special meeting of the Board need be specified in the notice or ~~waiver of waiver of~~ notice of such meeting, unless specifically required by law or by these by-laws.

## SECTION IV - OFFICERS

### ARTICLE VII. BOARD OFFICERS

#### Officers

7.1. The GAHCC shall have the following officer positions: A Chairperson, Immediate ~~Past~~ ~~Chairperson~~ ~~Past Chairperson~~, Chairperson-Elect, Secretary, and Treasurer.

#### Election and Term of Office

- 7.2. The Board shall elect officer positions before or at the next regularly scheduled meeting ~~of~~ ~~the of the~~ Board of Directors following the annual membership meeting. These elections may be by secret ballot. Board members must be present to vote and may not ~~transfer~~ ~~their transfer their~~ individual vote by means of proxy. Board members seeking election as an officer ~~of the of the~~ Board must be present at the time and location of the election. The term for all ~~officers shall~~ ~~officers shall~~ be for one (1) year and ~~shall end~~ ~~shall end~~ at the next annual membership meeting.
- 7.3. The Chairperson may serve one (1) additional term if the following three conditions ~~are~~ ~~are met:~~
- (a) The additional term is presented for vote of the Executive ~~Committee;~~ ~~Committee.~~

(b) The favorable recommendation of the Executive Committee is presented to ~~the Board~~the Board with thirty (30) day written notice prior to the vote of the possible ~~extension~~extension.

(c) The Board accepts the Executive Committee's recommendation by ~~vote of~~vote of two-thirds (2/3) of the entire Board.

Should the Chairperson be allowed to serve one additional term, this shall ~~automatically extend~~automatically extend, for a like period, the term of the Chairperson-Elect and the Immediate, ~~Past Chairperson~~Past Chairperson.

#### Chairperson-Elect Selection Process

7.4. A subcommittee consisting of the Chairperson, the GAHCC ~~Foundation Chairs~~Foundation Chairs and a Tejano/Tejana representative shall conduct a selection process for ~~the Chairperson~~the Chairperson-Elect and shall present a nominee to the Board for consideration. ~~The subcommittee~~The subcommittee shall communicate to all candidates the expectation that the ~~Chairperson~~Chairperson-Elect will attend Board and committee meetings and GAHCC signature events as reasonably requested by the Board, executive committee, or President & CEO.

~~Elect will attend Board and committee meetings and GAHCC signature events as reasonably requested by the Board.~~

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#### Extension of Term of Chairperson-Elect and Board Members, Leave of Absence

7.5. Upon election as Chairperson-Elect by the Board, the individual so named ~~shall~~shall automatically have his/her term of service on the Board extended by the necessary year~~(s) to~~(s) to allow such individual to complete his/her terms as Chairperson of the GAHCC. Once named by the Board as Chairperson-Elect, such individual shall not be required ~~to stand~~to stand for election/re-election to the Board until after his/her completion of his/her term ~~as Chairperson~~as Chairperson with full voting privileges.

7.6. Leave of Absence – Board Members are expected to serve the full two (2) year term ~~absent~~absent ~~unexpected~~unexpected circumstances. If a Board Member wishes to apply for a leave ~~of absence~~of absence, the request should be submitted in writing to the Membership Chair with a ~~copy to~~copy to the current Board Chair and the President & CEO. Leaves of absence may not ~~exceed six~~exceed six (6) months, and are not guaranteed, but will be considered on a case-by-case basis.

#### Officer Duties

7.7.

(a) The Chairperson shall:

- (1) Prepare, call, and preside at each meeting of the GAHCC.
- (2) Provide an agenda for each meeting.
- (3) Enforce the rules relating to debate and order.
- (4) Appoint committee chairs and other Board appointments as needed.
- (5) Oversee the work of the Board and their respective committees.
- (6) Monitor, through the President, the work of the GAHCC.
- (7) Represent, along with the President, GAHCC, in matters of public relations.
- (8) Serve as an ex-officio member of all committees except for the ~~Nominating Committee~~Nominating Committee.
- (9) Have at each meeting, in addition to other papers necessary for the ~~meeting,~~the meeting, the following: a copy of Robert's Rules of Order and a list of all ~~standing and~~standing and special committees and their members.
- (10) Perform all other duties associated with this office.

(b) The Chairperson-Elect shall:

- (1) In the absence of the Chairperson, perform all duties of the Chairperson.
- (2) In case of the resignation, removal or death of the Chairperson assume ~~the office~~the office of the Chairperson automatically, serving the unexpired term of ~~the Chairperson~~the Chairperson.
- ~~(3) Nominate 25% of available board positions at the annual meeting for election.~~

(c) The Secretary shall:

- (1) Certify delegates representing the GAHCC and provide them ~~with~~with ~~credentials~~credentials.
- (2) Sign all certified copies of acts of the GAHCC unless otherwise ~~specified~~specified ~~in~~in the by-laws.
- (3) Maintain and have available at every meeting all record books in which the by-laws, special rules of order, standing rules, the latest edition of Robert's



Rules of Order and minutes are entered, with any amendments to these documents properly recorded.

(4) In the absence of the Chairperson and Chairperson -Elect, call the ~~meeting~~ meeting to order and preside.

(5) Ensure that the minutes are properly and accurately recorded and posted for Board approval.

(d) The Treasurer shall:

(1) Supervise disbursement of funds of the GAHCC.

(2) Work with GAHCC staff to ensure that all financial policies are followed.

Serve as chair of the Finance Committee.

(e) The Immediate Past Chairperson shall:

(1) In the absence of the Chairperson, and the Chairperson-Elect, perform ~~all~~ all duties of the Chairperson.

(f) The Chair and Treasurer of the GAHCC Board of Directors, or their designees from the GAHCC executive committee, will —automatically serve as Directors of the Foundation Board of Directors.

7.8. The Executive Committee of the Board shall consist of the Chairperson, the Chairperson Elect, the Immediate Past Chairperson, the Secretary, and the Treasurer, ~~and~~ two (2) at -large Board Members, and a parliamentarian. The President shall serve as an ex ~~officio~~ member ~~officio member~~ with no voting rights.

Appointment of Executive Committee:

As noted in 6.7. The Chair shall appoint two (2) at -large Executive Committee Members and a parliamentarian, who must be a Board Member of —the GAHCC to be eligible to serve on the Executive Committee. The chairperson, chairperson elect, secretary and treasurer shall be nominated by the chair of the board and approved by the board of directors.

The Executive Committee's role and authority is to:

(a) Determine the agenda for upcoming board meetings and general membership meetings.

(b) Approve changes in banking relationships.

(c) Approve or disapprove committee recommendations prior to full ~~board~~ board consideration.

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- (d) Prepare a multi-year board development plan.
- (e) The Executive Committee shall have the authority to act on the business of ~~the GAHCC~~the GAHCC in emergencies and where time constraints may not permit a meeting ~~of the of the~~ entire Board (critical nature). The Executive Committee may ~~not, however~~not, however, amend the Articles of Incorporation/Certificate of Formation and the ~~By-laws~~ of the GAHCC, declare vacancies of the Board of Directors, spend ~~GAHCC's~~ money beyond amounts budgeted by the Board of Directors, or act ~~contrary~~ to established policies of the Board of Directors.
- (1) The Executive Committee will be notified by the Chairperson of the ~~Board~~ at Board at least three (3) hours in advance of the meeting or by phone or email ~~when the~~when the business of GAHCC is of a critical nature. Minutes of the ~~Executive Committee~~Executive Committee and actions of the Executive Committee shall be reported ~~within seven~~within seven (7) working days to the Board of Directors.

## ARTICLE VIII. PRESIDENT

### Role of President & CEO

8.1. The President & CEO of GAHCC (sometimes referred to herein as the “President” or as the “CEO”) shall have general responsibility for the management and direction of the day-to-day business including supervision, hiring, discharging, and determining of salaries and other compensation of all staff members, ~~and~~ agents, shall supervise generally the affairs of the Company and shall have full authority ~~to~~ to execute all documents and take all actions that the Company may legally take.

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8.2. The President & CEO shall make reports to the Board and shall see that all orders ~~and resolutions~~and resolutions of the Board and of any committee thereof are carried into effect. The President & CEO, ~~if also a Director~~, shall, in the absence of or because of the inability to act of the Chair~~person~~man of the Board, ~~or any Vice Chairman elected by the Board~~, perform all duties of the Chairman of the Board, and preside at all meetings of Members ~~and~~ of the Board.

8.3. The President & CEO shall be paid a salary determined by the Board.

8.4. The process for selecting the President & CEO shall be as follows:

- (a) A committee selected by the Board, comprised solely of members of the ~~Board~~, ~~shall~~Board, shall nominate to the Board a candidate for the President & CEO ~~position~~position.
- (b) The Board shall vote to approve or disapprove the ~~nominee~~nominee.
- (c) If approved, the candidate shall serve as President & CEO until his or her ~~resignation~~ or his or her removal by the act of the Board; ~~and~~and.

(d) If not approved, the committee will re-nominate until the position is filled.

## ARTICLE IX. COMMITTEES AND COMMUNITY REPRESENTATION

### Standing Committees

9.1. The Board shall have standing committees, including, but not limited to: ~~Economic Development~~Economic Development, Finance, ~~Membership~~Ambassador, ~~Education~~, Advocacy and Hispanic ~~Austin Leadership~~Austin Leadership (HAL). The Chairperson shall appoint a member of the Board to oversee the ~~—~~functioning of each standing committee. Board members are encouraged to join and be an ~~—~~active participant in at least one Standing or Ad Hoc Committee.

(a) Finance Committee: The Treasurer is the Chair of the Finance ~~Committee,~~ ~~which~~Committee, which includes two (2) other Board Members, appointed by ~~the Treasurer~~the Treasurer. The Finance Committee is responsible for developing and reviewing fiscal policies and procedures and the annual budget with staff and other Board Members. The Finance Committee shall advise the Board with respect to making significant financial decisions. It shall maintain a ~~—~~continuous and overall review of income and expenditures and shall ~~make recommendations~~make recommendations to the Board relating thereto. The Finance Committee ~~shall be~~shall be responsible for developing and amending procurement and investment ~~policies as~~policies as needed. The Finance Committee shall propose any such changes to ~~the Board~~the Board for adoption.

(b) Economic Development Committee: The Chairperson-Elect or ~~the Chairperson~~the Chairperson Elect's designee will serve as the Chair of the Economic Development Committee. This Committee ~~will provide~~will provide oversight for all the Chamber initiatives and programs related to ~~Economic Development~~Economic Development (Small Business, Workforce Development, International Business, Convention and Visitors Bureau, Regional Infrastructure ~~Development,~~ ~~and~~Development, and the Enterprise Incubator). This Committee shall be ~~comprised of~~comprised of individual Chamber Members and may also include organizations who ~~can provide~~can provide expertise and relationship in the above-mentioned areas.

(c) Hispanic Austin Leadership (HAL) Committee: The Chairperson shall ~~recommend~~ recommend a Member of the Board, who is a HAL graduate and must subsequently ~~be approved~~be approved by the Board to serve as the Chair of the HAL Committee. The ~~HAL Committee~~HAL Committee will raise awareness of the GAHCC's leadership program in Austin ~~and Central~~and Central Texas area and will also promote candidate applications. This ~~Committee shall~~Committee shall comprise individual Chamber Members and may include organizations ~~that can~~that can provide expertise and relationships in the specific subject areas.

(d) Advocacy Committee: The Chairperson shall recommend a Member of ~~the Board~~the Board (who must subsequently be approved by the Board) to serve as ~~the Chair~~the Chair of the Advocacy Committee. This Committee will be ~~committed~~

~~to~~ committed to educating the community on relevant policy issues of importance to its ~~members and~~ members and to challenging Latinos in Central Texas to take a more active role in ~~civic life~~ civic life. This Committee shall be comprised of individual Chamber Members and ~~may also~~ may also include organizations who can provide expertise and relations in the ~~above mentioned~~ above-mentioned areas.

- (e) ~~Ambassador Membership~~ Committee: The Chairperson shall recommend a Member ~~of the~~ of the Board (who must subsequently be approved by the Board) to serve as the Chair of the ~~Ambassador Membership~~ Ambassador Membership Committee. The scope of the ~~Membership Committee~~ Ambassador Membership Committee will be to develop a platform to help recruit and retain prospective ~~and existing~~ and existing members. The ~~Ambassador Membership~~ Ambassador Membership Committee will also assist the ~~Chamber's efforts~~ Chamber's efforts in providing guidance and insights to the Chamber's Ambassador program. This Committee shall be comprised of individual Chamber Members and ~~may also~~ may also include organizations who can provide expertise and relations in the ~~above mentioned~~ above-mentioned areas.

#### Ad Hoc Committees

- 9.2. The Board by resolution may designate ad hoc committees for specific purposes. ~~The resolution~~ The resolution shall specify a chairperson, members, and shall provide for ~~committee termination~~ committee termination.

#### Community Representation

- 9.3. The Board by resolution may appoint a GAHCC Board Member to ~~represent~~ represent GAHCC ~~represent~~ represent GAHCC to community organizations or statewide chamber organizations. The Board may appoint general GAHCC members by two-thirds (2/3) vote of the GAHCC Board ~~of Directors~~ of Directors.

### ARTICLE X. MISCELLANEOUS PROVISION

#### Fiscal Year

- 10.1. The fiscal year of the GAHCC shall be from January 1 to December 31.

#### Execution of Contract, Leases and Other Instruments

- 10.2. Except as otherwise provided by Board resolution, any contract, ~~lease, memorandum~~ lease, memorandum of understanding, or other instrument executed in the name of and on ~~behalf~~ behalf of the GAHCC shall be signed by the President or Secretary and countersigned by ~~the Chairperson~~ the Chairperson or the Chairperson-Elect.

### ARTICLE XI. AMENDMENTS

#### Amendment or Repeal of By-Laws

11.1 These by-laws may be repealed or amended by the two-thirds vote of the ~~voting-board~~ members ~~\_\_\_\_\_~~ in attendance at any regular meeting or any special meeting of the ~~general assembly~~ board of directors called for that purpose (a quorum being present per paragraph ~~6.18(e)5-6~~ above). No such repeal or amendment shall be adopted unless each voting member is given prior written or electronic notice of the proposed changes as well as of the time and place of said meeting. Should written notice be provided, then such notice shall be postmarked not less than twenty- one (21) days prior to the meeting. Any board member may waive notice of the proposed changes. The attendance of a member at any regular or any special meeting of the general assembly called for that purpose shall constitute a waiver of such notice, except where a member attends a meeting for the express purpose of objecting to any repeal or amendment of the by-laws because the meeting is not lawfully called or convened.

## ARTICLE XII

### Annual Financial Reviews and Periodic Audit

- 12.1. Provided that the financial books and records of the GAHCC are being maintained by a ~~certified~~ certified public accountant firm, in lieu of an independent annual audit, an annual ~~financial review~~ financial review shall be conducted by a certified public accountant firm each year. The same ~~firm that~~ firm that maintains the financial books and records of the GAHCC may conduct the ~~review unless~~ review unless otherwise directed by the Board.
- 12.2. An independent annual audit shall be conducted by a certified public accountant at ~~the~~ the close of every third fiscal year, unless otherwise directed by the Board. The auditor ~~shall be~~ shall be selected by bid and accepted by a majority vote of the Board.

## ARTICLE XIII. GOVERNING RULES

### Governing Rules

- 13.1 Robert’s Rules of Order, latest edition, shall be recognized as the standard ~~rules~~ rules of order for all meetings of the GAHCC.

### By-Laws

- 13.2. These by-laws shall be the current by-laws and, as such, supersede all previous by laws.

### Effective Date

- 13.3. These by-laws were revised and adopted at the Annual Meeting on January 30, 2023.

