

**BY-LAWS OF THE
BULVERDE / SPRING BRANCH AREA
CHAMBER OF COMMERCE**

An association, a Texas non-profit Corporation
Comal County, Texas

ARTICLE I - OFFICES

A. PRINCIPAL OFFICE

The principal office of the Bulverde / Spring Branch Area Chamber of Commerce (“the Chamber”) in the State of Texas shall be located in Comal County, Texas. The Chamber may have other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Chamber may require from time to time.

B. REGISTERED OFFICE AND REGISTERED AGENT

The Chamber shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Chamber in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors. The Chamber is formed pursuant to the Texas Non-Profit Corporation Act and pursuant to 501 (c)(6) of the 1986 Internal Revenue Code.

ARTICLE II -MEMBERS

A. QUALIFICATIONS OF MEMBERS

1. The Regular voting members of the Chamber shall be any individual, business or family who has paid the dues for a regular voting member as required by the Board of Directors, and has in all other respects complied with the Articles of Incorporation, By-Laws and other Rules and Regulations of the Chamber (the “Members” herein). Individual (non-voting) Members shall be individual or family interested in supporting the purposes and activities of the Chamber, and who has paid the dues for an Individual Membership, and in all other respects complied with the Articles of Incorporation, By-Laws and other Rules and Regulations of the Chamber (the “Individual Members” herein).

2. Corporations, Associations, Business or other group members shall designate a person or persons to represent them. Said person or persons shall be the representative of the group for all purposes of these By-Laws.

B. VOTING RIGHTS

Each Regular Member who is not delinquent in payment of yearly dues to the Chamber shall be entitled to one vote on each matter submitted to a vote of the Members, subject to the voting restrictions provided in Article V of the Articles of Incorporation of the Chamber.

C. TRANSFER OF MEMBERSHIP

Membership to this Chamber is not transferable or assignable.

D. ANNUAL MEETING

An annual meeting of the Members of the Chamber shall be held each calendar year. At the annual meeting the Members may transact any business as may come before the meeting.

E. SPECIAL MEETING

1. Special meetings of the Members may be called by the Chair or a majority of the Board of Directors.

2. The Board of Directors or the Chair may designate any place in Comal County, Texas or Bexar County, Texas as the place of meeting for any annual meeting or for any special meeting called by the Chairman or a majority of the Board of Directors.

F. NOTICE OF MEETING

In case of a special general membership meeting or when required by statute or these By-Laws, written notice of the meeting stating the purpose for which the meeting is called shall be given and shall be deemed to be delivered when deposited in the United States Mail at least five days prior to the meeting, to each Member at his address as it appears on the records of the Chamber, with postage thereon prepaid. Email notice shall be deemed sufficient notice if emailed to an authorized email address provided by the member.

G. QUORUM

1. Ten Percent of the dues paying Regular Members shall constitute a quorum at any called meeting. If a Quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting without further notice.

2. At any meeting of the Members, a Member entitled to vote may vote by proxy executed in writing by the Member or his duly authorized attorney-in-fact. No proxy shall be valid after three months from the date of its execution.

H. VOTING BY MAIL

When Directors are to be elected by Members, such election may be conducted by mail or at a called meeting in such manner as the Board of Directors shall determine.

I. CERTIFICATE OF MEMBERSHIP

The Board of Directors may provide for the issuance of a certificate evidencing Membership in the Chamber, which shall be in such form as may be determined by the Board. Such certificate shall be signed by the President and the Secretary. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the Chamber. Any certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

J. DUES

1. The yearly dues shall be due and payable on or before January 1st of each year or annually on their Membership anniversary for members joining after January 1, 2009. The Chamber shall send out notices of dues 45 days prior to the annual renewal date of their membership.

2. Any Member not paying their dues on or within 30 days after their membership anniversary date shall be considered delinquent and not eligible to vote or be a Director or Officer of the Chamber until all past dues have been paid in full.

3. The membership dues shall be at such rate or rates, schedule or formula as may be approved by the Board of Directors.

ARTICLE III - BOARD OF DIRECTORS

A. GENERAL POWERS

The Board of Directors shall manage the property and affairs of the Chamber and shall carry out its commercial, industrial, public, legislative and financial policies. Without in any way limiting the generality of the foregoing, the Board of Directors shall have power to acquire and dispose of property, to appoint such officers as agents of the Chamber as it shall deem advisable, to fix the compensation of the employees of the Chamber and, in its discretion, to require security of any of them for the faithful performance of their duties, to create such councils, including the Executive Committee, and to designate as member of such councils such persons as it shall determine, and to confer upon such council such powers, authority and duties as it may deem advisable and generally to do any and every lawful objects of the Chamber.

B. NUMBER, TENURE, QUALIFICATIONS

The Board of Directors shall consist of not less than ten nor more than twenty Directors at the will of the Members. The term of a Director shall be three years. After two consecutive terms, a Director is ineligible to serve on the Board for three years, whereupon the Director's eligibility is restored. Terms of the Directors shall be staggered so that one-third of the Director's positions are elected each year. The Officers of the Chamber shall also be Directors, and included in the total number of Directors, and are elected pursuant to Article 4 herein.

C. NOTICE OF MEETINGS

1. The Board of Directors may provide by resolution the time and place, in Comal County, Texas or Bexar County, Texas, for the holding of regular or special meeting of the Board of Directors without other notice than such resolution.

2. Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written notice delivered personally or sent by mail or telegram or telephone call or fax or email, to each Director at his address as shown by the records of the Chamber. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with postage prepaid. If notice is given by other means, such notice shall be deemed delivered based upon the particular means of delivery. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute waiver of such notice of meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the

meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

D. QUORUM

One more than fifty percent of the Directors shall constitute a quorum for the transactions of business at any meeting of the Board, but if less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

E. MANNER OF ACTING

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of the greater number is required by these By-Laws. A Director who holds a voting position with another organization shall not vote on any requests for financial support presented to the Board of Directors on behalf of that other organization.

F. VACANCIES

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors or Officers, shall be filled by the Board of Directors. The Member filling the Director's or Officer's vacancy shall fill such vacancy until the next election, at which time the voting Members shall vote on a person to fill the un-expired term, if any.

G. COMPENSATION AND EXPENSES

Directors and Officers shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Director or Officer from serving the Chamber in any other capacity and receiving compensation therefore. Expenses such as travel, supplies and other such expenses that are directly related to the Chamber, may be reimbursed with proper documentation (receipts, odometer reading for mileage, etc.)

H. INFORMAL ACTION BY DIRECTORS

Any action required by law to be taken at a meeting of Directors, or any action, which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by a quorum of the Directors.

ARTICLE IV - OFFICERS

A. IDENTIFIED

The Officers of the Chamber shall be a Chair, a First and Second Vice Chair, a Secretary and a Treasurer, elected in accordance with this Article, and a President (as provided in Article V). The Executive Board is made up of the Chair, the First and Second Vice Chairs, the Immediate Past Chair, Secretary, Treasurer, and President, making a seven member Executive Board. The Executive Board has no decision-making authority, but it may make recommendations to the Board of Directors. Minutes of the Executive Board meetings shall be taken and presented to the Board of Directors at its next meeting. The Board of Directors may appoint such other Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable. Such Officers shall have the authority to perform the duties prescribed by the Board of Directors. Any Officer appointed by the Board of Directors shall not be considered a Director pursuant to Article 3 herein, unless and until such

Officer has been elected in accordance with these By-Laws. In event a Member is elected as a Director pursuant to Article 3 and an Officer pursuant to Article 4, such person shall only have one vote at any meeting of the Board of Directors, as a Director.

B. NOMINATION AND ELECTIONS

The Chair shall appoint a nominating committee by September 1st, which shall return a slate of nominees by the October Board Meeting. Ballots with such nominees and a space to write in names will be mailed to the Members by November 15th. Only those ballots received by the beginning of the December Annual Meeting will be counted. The elected Directors shall take office effective January 1 with the Directors serving a three-year term and the Officers serving a one-year term.

C. REMOVAL

Any Officer or Director elected by the Members may be removed by the Members whenever in their judgment the best interest of the Chamber would be served thereby. A petition for such removal shall be signed by at least 10% of the voting Members and presented to the Board of Directors at any general membership meeting or meeting of the Board of Directors. The Board of Directors, having certified the validity of the petition signatures, shall present the matter to the membership at the next general or special meeting where a vote will be taken to resolve the issue of removal from office. A majority vote, assuming a legal quorum is present, is sufficient for removal.

D. VACANCIES

A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the un-expired term. The membership on the Board of Directors of any Officer or Director will automatically terminate upon his/her missing three consecutive meetings or four meetings in one year.

E. CHAIR OF THE BOARD (formerly known as "President")

1. To be eligible to be Chair, a person shall have been a member of the Board of Directors for the preceding year. The Chair may serve for no more than two consecutive one-year terms.

2. The Chair shall preside at all meetings of the membership, the Board and Executive Committee. He shall determine the need for councils, subject to the approval of the Board. He shall select all council chairs and assist in the selection of council personnel. The Chair, in conjunction with the Board, will prepare appropriate reports necessary to keep the Members informed of the organization's goals, programs and efforts. The Chair may not vote on matters before the Board, but in the event of a tie concerning any vote of the Board on any issue before the Board, the Chair may vote to break the tie.

F. VICE CHAIRS

In the absence of the Chair or in the event of the Chair's inability or refusal to act, the First and Second Vice Chairs, respectively, shall perform the duties of the Chair, and when so acting shall have all the powers of and subject to all the restrictions upon the Chair. The Vice Chairs shall perform such other duties as from time to time may be assigned to the Vice Chairs by the Chair or the Board of Directors.

G. TREASURER

The Treasurer shall have charge and custody of and be responsible for overseeing all funds and securities of the Chamber; receive and give receipts for moneys due and payable to the Chamber from any source whatsoever, and deposits of all such moneys in the name of the Chamber in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 6 of these By-Laws; and in general perform all the duties incident to the office of Treasurer and other such duties as from time to time may be assigned to the Treasurer shall, at the expense of the Chamber, give a bond for faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

H. SECRETARY

The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose, give all notices in accordance with the provisions of the Chamber records and the Seal of the Chamber, and affix the Seal of the Chamber to all documents, the execution of which on behalf of the Chamber, under its Seal is duly authorized in accordance with the provisions of these By-Laws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair or by the Board of Directors.

I. CONDUCT OF MEETING

The rules in Robert's Rules of Order, Newly Revised, shall govern the Chamber in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.

J. INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. This Chamber shall, to the fullest extent permitted by law, defend, indemnify and hold harmless its Directors and/or Officers from and against any and all claims and liabilities arising from their service as Directors and/or Officers of this Chamber, including claims and liabilities for Officers' and/or Directors' own negligence, sole or concurrent. The Officers' and/or Directors' right to be defended, indemnified and held harmless hereunder exists regardless of whether or not they are Officers or Directors at the time such claims or liabilities are incurred. The Chamber's duty to defend hereunder is separate from its duty to indemnify, and the duty to defend exists regardless of any ultimate liability of the Officers and/or Directors. The duty to defend arises immediately upon presentation of a claim by any party and written notice of such claim being provided to the Chamber. A voluntary settlement of any claims hereunder must be approved by the Board of Directors of the Chamber, which approval shall not unreasonably be withheld.

2. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. The Chamber shall have the right to purchase liability insurance to cover such indemnification.

K. DEALINGS BETWEEN CHAMBER, OFFICERS AND DIRECTORS

1. In the absence of fraud, no Director or Officer of this Chamber shall be disqualified by his office from dealing or contracting with this Chamber either as vendor, or purchaser. Nor shall any contract, transaction or act of this Chamber be void or voidable or affected by reason of the fact that any such person is an Officer, Director, stockholder or employee, has any interest in such contract, person shall have been necessary to obligate the Chamber. No Director or Officer having such interest shall be liable to the Chamber or to any creditor thereof, or to any other person for any loss incurred by it or by reason of any such contract, transaction or act. Nor shall such Director or Officer be liable to the

Chamber or to any creditor thereof or to any such person for any loss incurred by it or by reason of any such contract, transaction or act. Nor shall such Director or Officer be accountable for any gains or profits realized thereon.

2. Nothing herein shall be construed to permit the Chamber to make a loan to an Officer or Director of the Chamber.

ARTICLE V - PRESIDENT (formerly known as "Executive Director")

The President shall be appointed by the Board and shall be a paid employee of the Chamber. The Board shall determine the terms and conditions upon which the President shall be retained. The President shall be the chief administrative and executive officer and shall be charged with the general supervision and management of the day to day affairs of the Chamber. The President shall assist the Secretary and/or Treasurer in the performance of their respective duties. With the prior written approval of the Chair, the President shall have the authority to sign all deeds, contracts and other instrument affecting the operation of the Chamber or any of its properties. The President shall engage, discharge and exercise supervision over all paid members of the Chamber staff and make recommendations to the Board for levels of staff compensation. The President shall be an ex-officio member of the Executive Committee and all other Chamber councils.

ARTICLE VI - GENERAL OPERATIONS

A. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

The Board of Directors may authorize any Officer or Officers, agent or agents of the Chamber, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber. Such authority may be general or confined to specific instances.

B. CHECKS AND DRAFTS

Written checks, drafts or orders for payment of money, notes, or other evidence of indebtedness, issued in the name of the Chamber, shall be signed by two officers of the Chamber. Special accounts may be set up from time to time by the Board of Directors and specific signature authorities established consistent with the requirements of said account.

C. DEPOSITS

All funds of the Chamber shall be deposited from time to time to the credit of the Chamber in one or more depositories as the Board of Directors may select.

D. GIFTS

The Board of Directors may accept on behalf of the Chamber any contribution, gift, bequest or device for general purposes or for any special purpose.

E. RESOLUTION OF DISPUTES

In any dispute between Members relating to the activities and/or contracts of the Chamber, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the

dispute between themselves, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration as described in Texas Revised Civil Statutes, as amended, regardless of whether the parties have met together with a mediator. The Board of Directors shall have the discretion to authorize the use of the Chamber's funds for mediation or arbitration of a dispute described in the section.

ARTICLE VII - BOOKS AND RECORDS

The Chamber shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Members, Board of Directors, and councils having any authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of Members entitled to vote. All books and records of the Chamber may be inspected by any Member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Chamber shall begin on the first day of January and end on the last day of December in each year.

ARTICLEIX - NOTICE TO MEMBERS

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Chamber, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X - COUNCILS AND COMMITTEES

A. STANDING COUNCILS AND COMMITTEES

1. The Audit Committee shall be a Standing Committee of the Chamber, to be appointed by the Chair and hold office for one year. The Audit Committee shall consist of at least 2 Members of the Chamber that are not Officers or Directors. The Audit Committee shall review the books of the Chamber within thirty days of the end of each calendar quarter and report to the Members on their findings at the next available meeting.

2. The Chamber shall have the following Councils:

- A. Business Education Council
- B. Leadership Council
- C. Events & Fundraising Council
- D. Marketing Council
- E. Government Affairs Council
- F. Membership Council
- G. Finance Council
- H. Ambassador Council

B. OTHER COUNCILS/COMMITTEES

The Chair may appoint from time to time other councils/committees to help in the operation of the Chamber. Such councils/committees are to hold office at the discretion of the Board of Directors. The Vice Chair shall be the Officer to which most of these councils/committees report, with some

councils/committees reporting to the Treasurer and Secretary where appropriate. The Vice Chair, Treasurer or Secretary shall inform the Membership of the activities of such councils/committees as appropriate.

ARTICLE XI - AMENDMENT TO THESE BY-LAWS

These By-Laws may be altered, amended, or repealed by a two-thirds majority vote of the Members present at any regular meeting or special meeting, where written notice is given of an intention to alter, amend or repeal these By-Laws.