# BYLAWS OF THE FLORESVILLE CHAMBER OF COMMERCE

### ARTICLE I.

#### Section 1.02: Name

This organization is incorporated under the laws of the State of Texas and shall be known as the Floresville Chamber of Commerce, (FCoC).

# **Section 1.02: Name Change**

Floresville Chamber of Commerce / Visitor & Tourist Center... V&T Center

#### **Section 1.03: Location**

The principal office of the Floresville Chamber of Commerce/Visitor & Tourist Center shall be 1805 Railroad Street, Floresville, TX 78114. Mailing address of P.O. Box 711. The board of the Floresville Chamber of Commerce/V & T Center may change this location or designate other offices in other locations.

#### **ARTICLE II**

#### **GENERAL**

# Section 2.01: Purpose

- A. The Floresville Chamber of Commerce/Visitor & Tourist Center is organized pursuant to the Texas las. It does not contemplate pecuniary gain or profit and it has been created for nonprofit purposes only as an organization exempt from taxation under its status as a 501(c)(6) of the Internal Revenue Code. The Floresville Chamber of Commerce shall observe all local, state and federal laws, which apply to a nonprofit organization as defined in section 501 (c) (6) of the Internal Revenue Code.
- B. The Floresville Chamber of Commerce/Visitor & Tourist Center, is organized to achieve the objectives of:
  - 1) Educating the business community and representing them in city, county, state, and national legislative and political affairs, addressing controversies which are detrimental to the expansion and growth of business and the community if they arise;
  - 2) Visitor & Tourist Center, to meet the needs and interests of the traveling public. Provide information on the area's attractions, lodgings, maps and other items relevant to tourism.
  - 3) Promoting business and community growth and development by promoting economic programs designed to strengthen and expand the income potential of all business within the trade area;
  - 4) Promoting programs of civic, social and cultural nature which are designated to increase the functional and aesthetic values of the community;
  - 5) Discovering and correcting abuses which prevent the promotion of business expansion and community growth.
- C. The FCoC, may receive and maintain a fund or funds of real and personal property, or both, subject to the restrictions and limitations hereinafter set forth and shall use and apply the whole or any part of the

income therefrom and principal thereof exclusively for the purpose of improving the civic status of the City.

### ARTICLE III

#### **MEMBERSHIP**

# **Section 3.01: Eligibility**

Application for voting membership shall be open to all current resident property owner, business operator, or employee that supports the purpose statement in Article II, Section 2.01. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

#### **Section 3.02** Annual Dues

The amount required for annual dues shall be at such rates schedule or formula (as may be from time to time) prescribed by the board of directors payable in advance. Fees shall be payable on *the first day of July for each year and will expire on the last day of June*. Members may join as individuals or as a Business in accordance with the definitions provided in this section. **Fees are non-refundable.** 

**A Business** is any person or entry engaged in a trade or business offering service or products to the public. **An Individual** is any interested person other than a business as outlined above.

The fee structure and membership designation shall be set by the Board of Directors.

#### Section 3.03: Termination (Resignation, expulsion and delinquency)

- a) Any member may resign for the chamber upon written request to the Board of Directors;
- b) Any member shall be expelled by a majority vote of the board of directors for non-payment of fees after ninety (90) days from the date due, unless otherwise extended for good cause;
- c) Any member may be expelled by a majority vote of the board of directors for conduct unbecoming a member or prejudicial to the aims or repute of the chamber, after notice and opportunity for a hearing and afforded the member complained against.

# **Section 3.04 Voting**

In any proceeding in which voting by members is called for, each representative in good standing shall be entitled to vote as determined by the fee structure.

# Section 3.05 Exercise of privileges (Assignment of membership within subscription and any limitations.)

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

# **Section 3.06** Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote and shall be exempt from the payment of fees. The Board of Directors shall confer or revoke honorary membership by a majority vote.

# ARTICLE IV MEETINGS

## **Section 4.01** Annual Meeting

The annual meeting of the FCoC, shall be held during the last quarter within the calendar year of each year. The time and place shall be fixed by the Board of Directors and notice given to each member at least thirty (30) days before said meeting.

## Section 4.02 Additional Meetings (General membership, Board and Committee)

General meetings of the FCoC, may be called by the President at any time or upon petition in writing of any ten percent (10%) of members in good standing:

- (a) Notice of special meetings shall be given to each member at least five (5) days prior to such meetings;
- (b) Board meetings may be call by the President or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting;
- (c) Committee meetings may be called at any time by the President or by the committee's chairperson. Minutes or reports shall be taken at all meetings and incorporated into the minute's book maintained by the office manager.

## **Sections 4.03 Quorums**

At any duly called general meeting of the chamber, on percent (1%) of the members shall constitute a quorum; at a board meeting, a majority of directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum.

## Sections 4.04 Notices, agendas, minutes

Notice of all FCoC, board meetings must be given at least three (3) business days in advance of the meeting. An agenda and minutes of the previous meeting must be prepared and presented to the board members with the notice of a meeting.

#### **ARTICLE V**

#### **BOARD OF DIRECTORS**

#### **Section 5.01 General Powers**

The affairs of the FCoC Corporation and Floresville Visitor & Tourist Center shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### Section 5.02 Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the Vice President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successor shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Newly elected members of the Board shall be seated at the regular January Board meeting and shall be participating members thereafter.

Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year. A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confirmed by illness or other absence approved by a majority vote of those voting at any meeting thereof. The Board of Directors shall fill vacancies on the Board or among the officers by a majority vote.

#### Section 5.03 Forfeiture

Any member of the Board of Directors who fails to fulfill any of his/her requirements as set forth in Section 2 of this Article by September 1<sup>st</sup> shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has be declared vacant, and the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

#### **Section 5.04** Special Meetings and Executive Sessions of the Board

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Executive session is defined as when the board asks non-board members to leave and goes into a closed door session. To avoid general discussion without staff or public present, the Board will identify the topic prior to going into executive session. Guests must understand that the board has authority to go into executive session when it is in the best interest of the organization and may be asked to leave.

#### Section 5.05 Policy (Statement of position on issues)

The Board of Directors is responsible for establishing policies and procedures and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a Policies and Procedures manual to be reviewed annually and revised as necessary.

# Section 5.06 Management

The Board of Directors shall employ an Office Manager and shall fix the salary and other considerations of employment. The Board of Directors shall be responsible for hiring, discharging and directing all employees. The board president shall be the sole director of the office manager, or shall select another board member to do so.

The Floresville Chamber of Commerce/Visitor and Tourist Center does not employ and Executive Director presently. Language is included in the Policies and Procedures and this document (Article VIII, Section 8.01) for a time in the future one may be obtained.

#### Section 5.07 Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

#### **Section 5.08 Indemnification**

The Chamber may be resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current and 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 they or any of them are made; parties, or a party, by reason of have been officers, directors or employees of the Chamber except in relation to matters as to which such individuals shall be adjudged in such actions, suit or proceedings 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. All Directors shall be held individually harmless is the Floresville Chamber of Commerce/Visitor and Tourist Center should borrow monies.

#### Section 5.09 Confidentially

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgement in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

#### **Section 5.10 Advisory Council**

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth

herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

## **Section 5.11 Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

#### Section 5.14 Removal

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgement the best interest of the Corporation with be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

# ARTICLE VI. OFFICERS

The officers of this Board shall be the President. Vice-President, Secretary/Treasurer. All officers must have the status of active members of the Board.

Officers will be elected from members of the new board, if an election was held as described in Section 5.02. All officers shall take office at the board of directors meeting in January and serve for a term of two (2) years or until their successors are elected and qualify. They shall be voting members of the board of directors. Officers can be re-elected to the same position, or any other, for the entirety of their terms.

#### Section 6.01 President

The President shall preside at all meetings of the membership. The President shall have the following duties.

- a) He/She shall preside at all meetings of the Executive Committee
- b) He/She shall have general and active management of the business of the Board.
- c) He/She shall see that all orders and resolutions of the Advisory Board are brought to the Advisory Board.
- **d)** He/She shall have general superintendence and direction of all other officers of the corporation and see that their duties are properly performed.
- e) He/She shall submit a report of the operations of the program for the fiscal year to the Board and members at their annual meetings, and for time to time, shall report to the Board all matters that may affect this program.
- f) He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.
- g) He/She shall also be responsible for all expenditures with approved budget allocations.

### **Sections 6.02 Vice President**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

a) He/She shall have duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.

# Section 6.03 Secretary/Treasurer

The Secretary shall attend all meetings of the FCoC and Advisory Boards and all meeting of members, will act as a clerk thereof. The Secretary's duties shall consist of:

- a) He/She shall record all votes and minutes of all proceedings in a book to be kept for the purpose. He/She in concert with the President shall make the arrangements for all meetings of the FCoC and Advisory Board, including the annual meeting of the organization.
- **b)** Assisted by a staff member, he/she shall send notices of all meetings to the members of the FCoC and Advisory Boards and shall take reservations for the meetings.
- c) He/She shall perform all official correspondence from the Advisory Board as may be prescribed by the Advisory Board or the President.

The Treasurer duties shall be:

a) He/She shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the board of directors. Checks are to be signed by two (2) Executive Board members (defined in Article VII section 2), or, in the absence of either or both, by the office manager. The exception shall be the office manager's payroll, shall be signed by two (2) officers of the board only. The treasurer shall cause a monthly financial report (P &L) to be made to the board.

#### **Section 6.03 Indemnification**

The chamber may, by resolution of the board of directors, provide for indemnification by the chamber of any and all of its officers or former officers as spelled out in Article V, Section 5.06 of the bylaws.

# ARTICLE VII COMMITTEES

### **Section 7.01 Committee Formation**

The board may create committees as needed, such as fundraising, public relations, data collection, etc. The board chair appoints all committee chairs.

#### **Section 7.02** Executive Committee

The three (3) officers serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and ByLaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction of the full board.

# **Section 7.03** Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be a calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

# ARTICLE VIII. CORPORATE STAFF

The Floresville Chamber of Commerce/Visitor & Tourist Center does not presently employ and Executive Director, language is prepared for the eventuality of a first hire.

#### **Section 8.01** Executive Director

The Board of Directors *may hire* an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Directors supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be require by the President or the Board. The Executive Director shall be an ad-hoc member of all committees

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation of other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

# ARTICLE IX. CONFLICT OF INTEREST AND COMPENSATION

This verbiage is from Appendix A of IRS form 1023. This is not mandatory but is recommended.

#### Section 9.01 Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization

#### **Section 9.02 Definitions**

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1. An ownership or investment interest in any entity which the Organization has a transaction or arrangement,
- 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### Section 9.03 Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
  - 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - 3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement for a person or entity that would not give rise to a conflict of interest.
  - 4. If a more advantageous transaction of arrangement is not reasonable possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit,

and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

- d. Violations of the Conflict of Interest Policy
  - 1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the members an opportunity to explain the alleged failure to disclose.
  - 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose and actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

# **Section 9.04 Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclose or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

# **Section 9.05 Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section 9.05 Periodic Reviews**

To ensure the Chamber operates in a manner consistent with charitable purpose and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnership's joint ventures, and arrangements with management organizations conform to the Organization's written policies, and properly recorded, reflect reasonable investment or payment of goods and services, further charitable purpose and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Section 9.06** Use of Outside Expects

When conducting the periodic reviews as provided for in Article VII, the Chamber may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

# ARTICLE X BUDGET AND FINANCIAL MATTERS; CONTRACTS

# **Sections 10.01 Administration of Budget**

The President shall administer all budgets under the direction of the Treasurer. At such time an Executive Director may be hired, the Executive Director shall administer all budget under the direction of the Treasurer and the President.

#### Section 10.02 Contracts

The Board may authorize any officer(s), employee(s) or agent(s) of the chamber to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the chamber. The authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments and such authority may be general or confined to specific instances.

# Section 10.03 Checks, Drafts or Orders for Payment

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Floresville Chamber/Visitor and Tourist Center shall be signed by such officers, employees or agents of the Chamber and is such manner as shall from time to time be determined by resolution of the Board. Two (2) signatures are required on all checks. Checks are to be signed by two (2) Executive Board members (defined in Article VII section 2), or, in the absence of either or both, by the office manager. The exception shall be the office manager's payroll, shall be signed by two (2) officers of the board only.

# ARTICLE XI. BYLAWS AMENDMENT OR REPEAL OF BYLAWS

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and manner provided for the giving of notice of meeting of directors.

# ARTICLE XII INDEMNIFICAION; INSURANCE

The chamber may, by resolution of the board of directors, provide for indemnification by the chamber of any and all of its officers, or former officers as spelled out in Article V, Section 5.08 of these bylaws.

The Floresville Chamber of Commerce/Visitor & Tourist Center, may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in such capacity or arising out of such against such liability under this Article.

A sufficient fidelity bond, in an amount set by the board and paid for by the chamber, as the board of directors may designate, shall bond the officers and staff.

# ARTICLE XIII BOOKS AND RECORDS

The Chamber will keep correct and complete books and records of account. The books and records include:

- 1. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the chamber, including but not limited to the Articles of Incorporation, and Articles of Amendment, restated Articles, Articles of Merger, Articles of Consolidation, and statement of changes of registered office or registered agent.
- 2. All signed copy of all bylaws, including these bylaws, and any amended versions or amendments to them.
- 3. Minutes of the proceedings of the board and committees having any of the authority of the board.
- 4. A list of the names and addresses of the directors, officers, and any committee members of the chamber.
- 5. A financial statement showing the chamber's assets, liabilities, and net worth at the end of the three most recent fiscal years.
- 6. A financial statement showing the chamber's income and expenses for the three most recent fiscal years.
- 7. All rulings, letters, and other documents related to the chamber's federal, state, and local tax status
- 8. The chamber's federal, state, and local tax information or income tax returns for each of the three most recent tax years.

# ARTICLE XIV AMENDMENTS

Original ByLaws adopted: 8-13-1997

Amended 11-20-2003 Amended 1-13-2009 Amended 3-12-2013 This Amended Version: 3-13-2018

#### CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of board of directors of the Floresville Chamber of Commerce/Visitor & Tourist Center and that these bylaws constitute the Floresville Chamber of Commerce.

These bylaws were duly adopted at a meeting of the board of directors held on March 13, 2018

Signed by Elaine Hewitt
Secretary Name
Secretary Floresville Chamber of Commerce