

BYLAWS OF KATY BUSINESS ASSOCIATION

ARTICLE I

NAME AND AFFILIATION

The name of this association shall be the ***Katy Business Association***, with perpetual duration, and herein referred to as "the Association" or the acronym "KBA".

Section 1: Offices

The registered office of the KBA shall be the address of P.O. Box 1399, Katy, TX 77492. The Association may have such offices in the Katy Area, as the Executive Board may determine or as the affairs of the Association may require from time to time.

Section 2: Registered Office and Registered Agent

The Association shall have and continuously maintain in the City of Katy, a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office or a PO Box of the Association and the Executive Board may change the address of the principal office as the affairs of the Association may require. Until otherwise changed the registered office shall be as specified in Section I hereof.

ARTICLE II

OBJECT

The KBA is organized to promote the Business Community within the Katy Area. In furtherance of this purpose, but without limitation, to do any of or all the following:

- To inspire the observance of high business standards, conduct and professionalism.
- To encourage the adoption of such business methods and high moral turpitude as will make for efficient and economical operation and adherence to sound business policies and practices.
- To generate cooperative action among the members of the KBA and with other industries, groups and organizations directed at the promotion of the general welfare and advancement of KBA's members.
- To assist, receive assistance from, cooperate with, consult, and exchange advice and information with other like organizations that have similar interests of the advancement of KBA.
- To solicit, accept and receive contributions, dues and subscriptions and to deal with, use and expend the same solely for the purposes and on the *Association* herein set forth, provided, nevertheless, that all activities pursued by this *Association* shall be solely for the purposes herein set forth and that no part of the income of said corporation shall inure to the benefit of any members thereof.
- To exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the Association is organized or to the activities in which it is engaged, including the right to enter into, make and perform contracts of every kind and description, the right to use and enforce contracts or assert any rights, powers and privileges granted by the laws of this State to associations except as are inconsistent with the purposes hereof.

ARTICLE III

Members

Application for membership in the Association shall be accepted or rejected by the *KBA Board of Directors, hereinafter referred to as the "Board"*. In the event an applicant is rejected, the applicant shall be given written notification of the reason for rejection and advised that an appeal may be taken to the *Board* at its next regularly scheduled meeting. The applicant may then submit further information or may appear before the *Board* for reconsideration of application. A rejected applicant shall be admitted to membership upon affirmative vote of a majority of the members of the *Board*.

Section 1: Any person, firm, corporation or partnership engaged in business in the Katy area may be admitted to membership in this association provided that appropriate dues have been paid for the current year and have complied with such other requirements, qualifications and conditions as may, from time to time, be established by the Board of Directors. The fiscal year of the Association shall commence on Jan 1st and end on Dec 31st of each year.

Section 2: Membership in this association shall not be assigned, nor shall any purchaser at execution sale or any other person who may succeed by operation of law or otherwise to the property or interests of a member, be entitled to membership or to become a member of the Association by virtue of such transfer. No voluntary consolidation or merger of a member corporation, partnership or other business firm shall be deemed a transfer or assignment within the meaning of this section, but the merged or consolidated successor corporation shall continue as a member of the Association in the place and stead of the original member.

Section 3: Resignation: Any member may withdraw or resign from the Association by giving notice to association headquarters or the secretary of the association their desire to that effect. Such resignation shall not relieve the resigning member from any obligations, which existed prior to *their* resignation. Upon death, dissolution or substantial withdrawal from the *Association by any member, their* membership shall thereupon terminate.

Section 4: Suspension: Any member may be suspended or expelled from this association for cause. (***deletion***) However, no member shall be suspended or expelled except after a hearing, and by a two-thirds (2/3) vote of the Board of Directors. Such member shall be entitled to notice of the charges against him and the time of and place of hearing thereon, which notice may be served either personally or by registered mail addressed to his address appearing on the records of the Association, mailed not less than thirty (30) days prior to the fixed time for hearing. The Board of Directors shall be the sole judge as to whether a member has committed any act or acts constituting grounds for discipline and the extent of the penalty to be imposed. Suspension or expulsion shall not terminate any pre-existing obligation of membership.

MEMBERSHIP CLASSIFICATIONS

Section 1: Membership Classification

A. Active Members

Active Members shall be those persons actively engaged in Business in the Katy Area.. These members who hold a commercial business address shall be qualified to actively participate in the Association, have full voting rights, may serve on committees, and hold elective and appointive offices when qualified as set forth in these Bylaws.

Section 2: Membership Dues

Each class of membership shall pay to the Association Headquarters annual dues in the amount decided upon by Members of the Association. Dues will be billed on an annual basis during the fiscal year as determined by the Board. No refund of any prepaid dues shall be made in connection with any such termination; but, on the contrary, dues for the entire fiscal year during which termination occurs, shall be deemed due and payable upon termination. Annual dues shall be due *and payable on or before the new fiscal year or upon initial application for membership*. Member dues must be current 30 days prior to the annual membership meeting before a member may vote on *KBA* business issues, elections and committee concerns.

Section 3: Revenue

All revenue received, other than funds acquired for charitable purposes, shall be solely used for the purpose of promoting the Business Community within the Katy Area, as stated in Article II.

Section 4: Voting

1. On all issues coming before the Membership each eligible member shall be entitled to one vote.
2. Members of this Association may be required to vote in person, online voting, by fax or mail as deemed appropriate for the occasion or as directed by the Board of Directors.
3. All questions, the manner of deciding which is not otherwise prescribed by law or by these bylaws, shall be decided by simple majority vote of the members voting thereon.
4. President *or acting President* shall only vote *in the event of a tie vote*.

ARTICLE IV

Officers

1. The Officers of the Association shall be a President, Vice President, Secretary, Treasurer, Membership Secretary, Marketing Director, Past President and as desired by the Board of Directors an Executive Director who may be

outside the realm of officer status yet still be responsible for the association headquarters, office and oversight. The officers must be members of the Board of Directors, except the Executive Director, who shall not be required to be a director nor a member of the Association.

2. Said officers shall be elected by the Board of Directors of the Association and shall take office immediately after the annual meeting of the members.
3. The Board of Directors may appoint or elect other officers, such as, but not limited to, Management Company, assistant secretaries and assistant treasurers who need not be members of the Board of Directors.
4. The officers of the Association shall have such duties and powers as shall be vested in them by statute, the Certificate of Corporation, the bylaws of the Association and resolutions from time to time of the Board of Directors and the Executive Committee.
5. Any officer may be removed, with or without cause, at any time, by a two-thirds (2/3) vote of the directors at any regular meeting of the Board of Directors or any special meeting thereof, provided that notice of such proposed action shall be included in the notice of such meeting of the Board of Directors. At such meeting the officers against who removal action is proposed shall be given full opportunity to be heard as shall the members of the Board of Directors seeking his removal, and thereupon a secret ballot shall be taken; and if, by a two-thirds (2/3) of the Board of Directors, such ballot shall be case in favor of said removal, that officer shall thereby be removed from his office and his office shall be deemed vacant and shall be filled as provided in these by-laws.
6. Any officer who has been elected to the same office for two consecutive 2 year terms shall not be eligible for further election to that office until at least one year has expired following his second two year term of office.
7. The Board of Directors shall appoint an Executive Director who shall serve at the pleasure of the Board, and with respect to whom the procedures as set forth in Article VII shall apply.

Section 1: Duties of Officers

A. President

The President shall

- 1) Preside at all meetings of the Association and, the Executive Board;
- 2) Be an ex-officio member of all committees except the Nominations and Elections Committee;
- 3) Be subject to the approval of the Board; make all appointments of vacated officer and committee chairmen's necessary to execute the business of the Association;

- 4) Approve, with the Treasurer, travel expenses and other expenses on a case-by-case basis in advance.
- 5) Perform such other duties as may be directed by the Board.
- 6) The President shall annually appoint all chairman positions when needed or required and see that all committees are functional by the fall board meeting each year. Appointments are:
 - a) **Bylaws Chair:** shall coordinate changes and notices to the bylaws in accordance with the bylaws and bring such changes before the Board for discussion and approval. This position shall coordinate with the President and the Board of Directors all proposed changes. This position may be appointed by the President.
 - b) **Legislative Chair:** the chair of the Legislative Committee shall have oversight, and make recommendations as to impending legislative issues, coordinate and liaison with legislative concerns. You may appoint your own committee to help disseminate and collect this information and should always seek approval of the Board or President before going public with official association related comments.
- 7) Shall only vote in the event of a tie vote.
- 8) The President or the Presidents appointee shall act as a liaison to the Greater Katy Chamber of Commerce and the Katy City Council.

B. Vice President

The Vice President shall

1. perform duties as may be directed by the President or Executive Board;
2. preside at all meetings in the absence of the President;
3. assume the office of President after serving his/her term as Vice President;
4. perform such other duties as may be directed by the President, or the Board;
5. **Annual Awards:** the VP shall coordinate such awards as the annual president's plaque, out going Board of Director certificates, and contest winners. Appropriate awards, plaques, deadlines and information shall be gathered and coordinated.
6. Be responsible for seeking a membership chairman in as many cities as possible in which to seek information, recruiting assistance and for reviewing new membership ideas. Creation of benefits for members, interacting with members via phone or surveys and report membership ideas that may better relations or member benefits. Research and review KBA membership reports and report to the Board those findings and issues concerning lost members and attrition.
7. Vice-President shall arrange the speakers for the monthly meetings.

C. Secretary/Treasurer

The Secretary shall:

- 1) be responsible for recording minutes of all meetings of the Association, the Executive Board
- 2) supply written minutes thereof within 10 days of said meeting; this can be extended with board approval on a case-by-case basis.
- 3) maintain current rosters of the officers of the Association, standing committees, ad hoc committees, and committee chairs;
- 4) oversee distribution of all financial notices as prescribed by these Bylaws;
- 5) perform such other duties as may be directed by the President, or the Board;
- 6) Secretary shall check the Post Office Box and process the mail accordingly.
- 7) Secretary shall handle all association correspondence as requested by the board.
- 8) Secretary shall prepare the agenda's for the meeting under the President's supervision or in his absence the Vice President's supervision.

The Treasurer shall:

- 1) have charge of funds and disbursements of this Association, under the supervision of the Executive Board and subject to approval of the Board. All checks of the Association shall be co-signed by the Treasurer and President or designated management representative.
- 2) be required to give bond, the cost of the bond to be paid by the Association;
- 3) keep an itemized account of all monies received and disbursed, including per capita dues or assessments from members and make a report thereof with budget comparison at each Executive Board meeting;

D. Membership Secretary

- 1) Shall maintain membership renewals and new members.
- 2) Shall book locations for General Meetings with Vice-President.
- 3) Shall maintain current membership data base monthly in conjunction with the Treasurer.
- 4) Assist the Marketing Director with the Distribution of KBA Brochures.

E. Marketing Director

- 1) Shall maintain the networking sites and the KBA Website in conjunction with the Membership Secretary.
- 2) Prepare Newsletter (if one is published by the KBA)
- 3) Prepare and distribute releases to the local media.
- 4) Distribute KBA Brochures to all locations working closely with the Membership Secretary.

F. Immediate Past President

The Immediate Past President shall serve as a member of the Executive Board and shall perform such other duties as may be assigned by the Executive Board and President.

ARTICLE V

Meetings

Section 1: Monthly Meeting

The **Monthly** meeting of the members shall be held on such date or dates and at such time and place as shall be designated by the President or the Board of Directors.

At such annual meeting the business shall include the election of directors. The presence of Association members attending such special meetings shall be exercised, conducted and controlled by a Board of Directors. All past presidents currently in good standing with the Association shall be honorary members of the Board of Directors, entitled to attend all meetings thereof; but they shall not be entitled to vote at such meetings.

Section 2: Special Meetings

Special meetings of the members may be called by resolution of the Board of Directors or by the President, or, in his absence, the Vice President of the Association, and shall be called at any time by the President or Secretary upon teleconference call, email ballot, fax confirmation of a majority of the Board of Directors. Notice of special meeting shall be sent to the members at the address carried on the Association's books and records and members shall be notified at least ten (10) days prior to the date of the meeting.

Section 3: Annual General Meeting (AGM)

The Annual General Meeting (AGM) shall be held in the month of December of each year, time and place to be determined by the Board for the purpose of election of Directors and the transaction of any other business. It shall be the duty of the Secretary to mail or deliver a notice of the AGM. The notice should be sent 30 days prior to the meeting. The notice should be accompanied by a proxy.

ARTICLE VI

Board of Directors

Section 1:

- A. The corporate powers, business and property of the Association shall be exercised, conducted and controlled by a Board of Directors of up to seven (7) members.
- B. Each member of the Board of Directors must be a member in good standing of the Association.
- C. Directors shall be elected by ballot annually from the members of the association. Said election or Director Confirmation shall take place at the regular annual meeting of the Association.

- D. All who have been elected as a director for two (2) - 2 year consecutive terms, shall not be eligible for further reelection until at least one year has expired following his/her last second term of office.

Section 2: Meetings

- A. Regular-The Board of Directors shall meet before each annual election at a regular Board of Directors meeting. The purpose shall be that of organizing the candidates for office and ballots submitted by the membership to the Nominations Committee. The Board of Directors shall select a President, Vice-President, and a Secretary/Treasurer, for approval of the membership at the annual membership meeting. The appointment or continuance of an Executive Director shall also be a point of order for this meeting. Nominations for Board positions should be sent to the membership 75 days prior to this meeting being held. The Board of Directors shall meet monthly or at least regularly on such days and at such times and places as the members thereof or the President shall, from time to time, determine.
- B. Special Meetings-The Board of Directors may be called by the President at any time, and must be called by the President at the request or approval of four (4) of the directors. Notice of such special meeting shall be mailed, emailed, faxed or telephoned to each director at least six (6) days before the time of said meeting. A special meeting of the Board of directors may be called at any time by a simple majority of the directors who indicate, by telephone, email, or fax, that they can be present.

Section 3: Business

No notice of any regular meeting of the Board of Directors need specify the business to be transacted. Notice of special meetings of the Board shall state the purpose for which the meeting is called.

Section 4: Quorum

Board Meetings - A simple majority of the Board of Directors shall constitute a quorum at each regular or special meeting of the Board of Directors.
Annual General Meetings (AGM) – the presence in person or by proxy of a majority of members (51%) total votes of members present shall constitute a quorum.
Proxies – Votes may be cast in person or by proxy. All proxies shall be in writing and signed by the person entitled to vote.

Section 5: Vacancy

Any vacancy in the Board of Directors shall be filled by a majority vote of the Board present at the meeting at which the vacancy is filled.

- a. Any director who ceases to be a member of this Association shall thereupon cease to be a member of the Board of Directors.
- b. No resignation of a member of the Board of Directors shall take effect so long as such resignation would reduce the membership of the Board to a number less than is necessary to form a quorum thereof.

- c. Any one of the directors may be removed with or without cause at any time by a two-thirds (2/3) vote of the members present in person or at any special meeting of the members called for the purpose. At such special meeting the members of the Board of Directors against whom such removal is proposed shall be given full opportunity to be heard as shall the members making such request. A secret ballot shall be taken; if such ballot shall be against such member for removal, that member of the Board of Directors shall be removed from the office of director and his/her office shall be deemed vacant and shall be filled as provided in these by-laws.
- d. Upon death, dissolution or substantial withdrawal from the *Association* by any member, *their* membership shall thereupon terminate.

Section 6:

At any meeting of the directors, all questions shall be decided by a simple majority of those present and voting.

Section 7:

The Board of Directors may provide by contract or otherwise for the compensation of such officers, agents and employees as it shall, by resolution, decide and shall fix the amount and conditions of such compensation and may modify the same from time to time.

Section 8:

The Board of Directors shall have control and management of the affairs of the Association with authority to engage and discharge employees and agents of the Association, fix salaries, create and appoint committees and do everything necessary and desirable in the conduct of the business of the Association and in accordance with the by-laws.

Section 9:

In addition to the powers by these bylaws expressly conferred upon the Board of Directors, it may exercise such powers and do such lawful acts and things as are not by statute, by the Certificate of Incorporation or by these bylaws required to be exercised by members.

ARTICLE VII

EXECUTIVE DIRECTOR

- 1) As the Association continues to grow and prosper, an Executive Director or professional management firm shall be contracted to work with the Executive Board and Board of Directors in the management of KBA. The Executive Director serves the membership in its entirety. Such association functions as

membership, financials, accounting, staffing, conferences, newsletters, data processing, lists, mailings, and representation of KBA in all levels of business come into the realm of multi-tasking areas of the Executive Director.

- 2) The Executive Director serves most specifically the President, the Executive Board and Board of Directors. An informed analysis of overall operations of the association along with an objective of continuous improvement and achievement of association goals will be prioritized. Improvements for the association include committee guidance, recommendations to the Executive Board and President as well as documented critical performance goals.
- 3) The Executive director or designated management company shall receive all of the moneys of the Association, giving his/her receipt thereof, and shall have the custody and control of all of the funds of the Association subject to the direction and control of the Board of Directors and the Executive committee; and shall keep a correct and accurate account of all the moneys received and disbursed, and the financial condition of the Association. The Executive Director shall prepare a proposed budget to be submitted to and approved by the Executive committee before submitting to the Board of Directors for approval. Whenever required by the Board of directors or by the Executive Committee, he/she shall prepare and submit a statement of the financial condition of the Association's; books and records which shall at all times be open and accessible to inspection and audit by the Board of Directors or the Executive Committee; or by such person or persons as they may designate; and may be required to give bond satisfactory to the Board of Directors in such amount as the Board of Directors or the Executive Committee or the Finance Committee shall fix. With the exception of any requirement for a bond, all of the functions herein above assigned to the Treasurer may be performed by the Executive Director or duly appointed delegate.

ARTICLE VIII

Executive Committee

1. There shall be an Executive Committee consisting of the President, Vice President, Secretary/Treasurer and Past President.
2. The Executive Committee may meet immediately after its appointment and thereafter at such time and place as it shall from time to time determine. The President of the Association shall be the Chairman of the Executive committee.
3. Each member of the Executive Committee shall be entitled to one vote and all matters shall be decided by a simple majority vote.
4. Four (4) voting members of the Executive Committee shall constitute a quorum thereof.

ARTICLE IX

COMMITTEES

Section 1: Standing Committees

All committees are subject to approval by the Board. All committee chairmen's must be Active Members of the Association. The President shall be an ex-officio member of all committees except the Nominations and Elections Committee. Committee members if required shall be appointed by the committee chairmen's and subject to approval by the President and the Executive Board.

Section 2: Special Committees

The President may appoint such standing ad hoc committees with such powers and duties, as the Board of Directors shall direct. Such Committees shall report to the President and Board of Directors.

ARTICLE X

Funds, Investments and Borrowing Powers

1. All monies belonging to the Association shall be deposited in such banks or financial institutions as designated by the Board of Directors. All monies belonging to the Association may be withdrawn in accordance with such procedures and over two such signatures as shall be determined from time to time by resolution of the Board.
2. The members of this Association shall not be liable for the debts of this association except to the extent of any unpaid portion of their respective membership fees and dues.

ARTICLE X1

Parliamentary Authority

The current edition of Robert's Rules of Order Newly Revised shall govern procedure at all meetings when not in conflict with these by-laws.

ARTICLE XII

Amendments

1. Any and all provisions of these by-laws may be amended two-third (2/3) vote of the members present and voting at any annual or specially called meeting of members by the Board. Provided that any action of the members or amending these by-laws shall not be subject to change by the Board of Directors without the approval of the members. The written assent of a number of members or directors as required in accordance with the preceding sentence shall be effectual to repeal or amend any by-laws or to adopt additional by-laws without any meeting.
2. Written notice of any proposed amendment or repeal of the by-laws shall be given in the notice of the meeting action thereon at least 30 days prior to the meeting date.

ARTICLE XIII

Dissolution

Section 1:

In the event of dissolution of the Katy Business Association, any remaining assets shall be distributed after a majority vote of the membership as to the disbursement of said funds.

The Board of Directors of the Katy Business Association adopts these amended Bylaws on the 21st day of November, 2013.

Certified on the 21st day of November, 2013 by Kathie Norris, Secretary.



Secretary

Katy Business Association Bylaws as amended _____ version 1.4