

HEMPSTEAD COMMERCE AND CIVIC ASSOCIATION BY LAWS

ARTICLE I – NAME, LOCATION, PURPOSE AND POWERS

Section 1 - The name of this organization shall be the Hempstead Commerce and Civic Association hereinafter called “HCCA”.

Section 2 - Purpose

Hempstead Commerce and Civic Association is a non-profit organization made up of businesses and civic minded from Hempstead and the surrounding area who are dedicated to making the area a great place to work, live, and play. The Hempstead Commerce and Civic Association provides local and area businesses owners with important resources needed to start, expand, and grow their business through hosted networking events, marketing publications, and event support. Working together, the Hempstead Commerce and Civic Association also encourages tourism through organizing volunteers to host festivals and events that draw people to the town. Lastly, the Hempstead Commerce and Civic Association partners with the City of Hempstead, Academic Institution, and Economic Development to generate programs and opportunities that benefit all parties while fostering economic growth for Hempstead and the region.

ARTICLE II – MEMBERSHIP

Section 1 - Eligibility

Any person, association, professional or business entity having an interest in the objectives of the HCCA shall be eligible for membership.

Section 2 – Classifications of Membership

There shall be Two (2) classifications of Membership as follows:

1. General Members – The General Members of this HCCA shall consist of those professionals or business entities that have been accepted as members of the HCCA and are in good standing. At the discretion of the HCCA Board, general members may be offered membership levels designed to meet the needs of their organization. Membership dues and services may vary depending on the type of membership selected.
2. Individual Members - The Individual Members of this HCCA shall consist of those individuals who have been accepted as members of the HCCA and are in good standing.

Section 3– Membership Applications

Applications for Memberships in the form established by the Board of Directors (hereinafter referred to as the “Board”) from time to time shall be submitted to the HCCA.

Section 4 – Dues

Membership dues for all classifications of Membership and the dates such dues are payable shall be established from time to time by the Board. Membership in HCCA shall be terminated for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended, for good cause, by the Board. Any increase in dues shall be approved by the Board.

Section 5 – Termination, (resignation, expulsion, and delinquency) of a Member

I. Any member may resign from the HCCA upon written request to the board of directors.

II. Any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after 90 days from the date due unless otherwise extended for good cause.

III. For conduct unbecoming a member or prejudicial to aims or repute of the HCCA, any member's membership may be revoked by a two-thirds vote of the board of directors at a regularly scheduled meeting thereof. At the Board's discretion, a member may be afforded notice of and opportunity for a hearing prior to a vote by the Board on whether to revoke a membership.

Section 6- Proxies

The role of the Proxy is to represent the Member and to speak, vote and act in their place. These proxies must be formally declared in writing and will be considered, to be "in action" until such time as the Member submits in writing that the Proxy is no longer acting on behalf of the Member. The Member must replace the proxy in writing within 15 days. A formal communication (written or electronic) from the Board to the Member will indicate that their proxy has either resigned or been removed and that a new proxy must be identified for the position.

Section 7 – Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one vote.

ARTICLE III – MEETINGS

Section 1 – Open Board Meetings/Membership Meetings

Regular meetings of the Membership of the HCCA shall be held on the 3rd Tuesday of each month. A notice shall be posted on the HCCA web page stating the time and place of each meeting. The Annual Banquet in October counts as one occurrence and may take place on an alternate date. Special meetings of Members may be called by the President, Vice President or by a majority vote of the Board. Written notice stating the time, place and purpose of the

special meeting shall be posted on the HCCA web page or e-mailed to each Member not less than three days prior to the date of the meeting.

Section 2 – Executive Committee Meetings

Regular meetings of the Executive Board Meetings shall be held on the first Tuesday of each month, but not less than one (1) time each month, at a time and place to be designated by the President. Special meetings of the Executive Committee may be called by the President, the Vice President or any three (3) members of the Executive Committee. For a special meeting, at least twenty-four (24) hours' notice must be given via e-mail with receipt notification.

Section 3 – Additional Meetings (general membership, board, and committee meetings)

General meetings of the HCCA may be called by the President of the board at any time or upon petition of 10% of the membership, in writing. Notice of special meetings shall be emailed to each member at least 3 days prior to such meetings. Board meetings may be called by the President of the board or by the board of directors upon written application of three members of the board. Notice, including the purpose of the meeting shall be emailed to each director at least 3 days prior to said meeting; committee meetings may be called at any time by the President of the board or by the committee's chair.

Section 4 – Quorums

A quorum necessary for the transaction of business of the Board shall not be less than 40% of the entire Board. A quorum necessary for the transaction of business of the Executive Committee shall be a majority of all the Executive Committee members. At committee meetings, a majority shall constitute a quorum.

Section 5 – Notices, Agendas and Minutes

Written notice of all HCCA meetings must be given at least 3 days in advance. An advance agenda and minutes must be prepared 3 days prior for all meetings and posted on the HCCA web page.

Section 6 – Committee Meetings

Committees will meet regularly as mandate warrants.

ARTICLE IV – BOARD OF DIRECTORS

The business, property, and affairs of the HCCA shall be managed by a Board. The Board shall be composed of seven (7) to nine (9) persons who shall be Members in good standing of HCCA. Each Director shall hold office for the term for which he/she is elected. The Board shall be responsible for establishing policy, budgets, and the guidance of the affairs of HCCA.

ARTICLE V– ELECTION AND TERM OF OFFICE

Section 1 – Board Elections

The nominating committee shall consist of five (5) members, including the Vice President who shall act as Chairman, will be appointed at the July Board Meeting.

Section 2 – Term of Office

The Board shall elect from the HCCA Board a President, a Vice-President, a Treasurer, and a Secretary as part of the regular business of the November meeting with new officers to assume their duties on January 1 of the following year. The term of office shall be for 3 years. Officers can be reelected to their positions for one additional term only. Officers who are appointed to fill a vacant office and serve one year or less can be elected to the same position for two more terms.

Summary: Board is made up of 6 to 9 members, from which officers consisting of President, Vice President, Treasurer, and Secretary are appointed. This group of officers is called the Executive Committee. Executive Committee member service from January 1st for a term of 3 years. (Note: Should be stagger the initial term so the Executive Committee does not roll over at the same time.)

Section 3 – Eligibility

A member in good standing, who is elected to a Board position, is eligible to serve as an Officer after completing a minimum of 6 months service as a Board Member. Any board member is eligible for office who has been on the board for at least 6 months.

ARTICLE VI – OFFICES

Section 1 – President

The President of the Board shall be the chief elected officer of the HCCA. The President shall preside at all meetings of the HCCA and the Board. He/she is the presiding member of the Executive Committee. He/she shall appoint all Committee Chairs of the HCCA and shall perform such duties as are incidental to the office and designated in these Bylaws and from time to time may be assigned to him/her by the Board.

Section 2 – Vice-President

The Vice-President shall assist the President in carrying out his/her duties. The Vice President is responsible to the President for all Committee operations. The Vice President will function in the capacity of the President when the President is not available.

Section 3 – Treasurer

The Treasurer shall be responsible for creating an annual budget and reporting the financial condition of the HCCA to the Board at the regular monthly Board meeting.

Section 4 – Secretary

The Secretary shall be responsible for assisting with the preparation of the minutes of the Board meetings and Executive Committee meetings.

Section 5 – Removal

Any officer may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the Board then in office at any regular meeting.

Section 6 -Director Absence

If a voting member of the Board is delinquent in dues or is absent from three (3) consecutive Board meetings or four (4) Board meetings in a calendar year, the Board position is automatically vacated, unless the Board member is specifically excused by a majority, of the Board.

Section 7 – Vacancies

A vacancy in the office of the President shall be filled by the Vice-President. A vacancy in the office of Vice-President, Treasurer or Secretary may be filled by a Board member appointed by the President.

ARTICLE VII – BUDGET AND FISCAL POLICY

Section 1 – Budget

The Executive Committee is responsible to submit a balanced budget to the Board by June 15. Regular HCCA Meeting. Adoption of the budget shall require a two-thirds (2/3) vote of all the members of the Board. No monies will be spent that are not approved in the budget. Items less than \$500 can be approved by the Executive Committee with a clear source in the budget. All extra ordinary expenditures not authorized in the budget greater than \$500 must come before a vote of the Board. Two members of the Executive Committee must sign all checks.

Section 2 – Disbursements

Upon approval of the budget the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the board of directors. Disbursements shall be by check.

Section 3 - Fiscal Year

The fiscal year of the HCCA shall be the calendar year unless otherwise fixed by resolution of the Board. The Fiscal year shall end on Dec. 31.

Section 4 – Annual Audit

The accounts of the HCCA shall be audited internally annually by the of close of business on January 15. The audit shall be available to members of the HCCA within the HCCA offices.

Section 5 – Bonding and Insurance

The Board Member and Officers of the HCCA shall be bonded by a sufficient fidelity bond in the amount set by the board and covered by litigation insurance, both paid for by the HCCA.

ARTICLE VIII- BYLAWS AMENDMENT OR REPEAL OF BYLAWS be internally audited annually

Section 1 - Procedure

The Policy Committee of the HCCA is responsible to review the Bylaws annually and submit changes, in whole, to the Board at the end of this review. These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the affirmative vote of two-thirds (2/3) of the Board then in office at any regular or special meetings of the Board, provided that any such amendment, repeal or new bylaws shall first be proposed to the Board at a prior regular or special meeting, of the Board.

Section 2 - Prior Notification

No repeal, substitution, or amendment of these bylaws may be enacted by the Board without having notified the Membership in writing of the proposed change at least ten (10) days prior to the meeting at which the action will be considered.

ARTICLE IX – COMMITTEES

The HCCA Board, has authority to create a committee structure designed to carry out the mission and vision of the Hempstead Commerce and Civic Association. As memberships grows, the HCCA Board anticipates that the Committee structure will evolve and expand to reflect the needs of the organization.

ARTICLE X - MISCELLANEOUS

Section 1 - Compensation; Reimbursement of Expenses.

The HCCA may reimburse its Board members, for approved out of pocket expenditures.

Section 2 – Loans

No Loans will be allowed to Board Members or Officers.

ARTICLE XI - BYLAWS AMENDMENT OR REPEAL OF BYLAWS

Section 1 - Procedure

The Policy Committee of the HCCA is responsible to review the Bylaws annually and submit changes, in whole, to the Board at the end of this review. These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the affirmative vote of two-thirds (2/3) Board then in office at any regular or special meetings of the Board, provided that any such amendment, repeal or new bylaws shall first be proposed to the Board at a prior regular or special meeting, of the Board.

Section 2 - Prior Notification

No repeal, substitution, or amendment of these bylaws may be enacted by the Board without having notified the Membership in writing of the proposed change at least ten (10) days prior to the meeting at which the action will be considered.

Section 3 – Posting of Bylaws

The Bylaws of the HCCA shall be posted on the HCCA's website, with easy access for viewing. If, at any time, these Bylaws are amended, the updated version of the Bylaws shall be posted within ten (10) days of the Board's approval of said revision.

ARTICLE XII – WINDING DOWN AND TERMINATION

Any voluntary winding down of the HCCA under the Texas Non-profit Corporation Law must, in addition to the requirements set forth therein, be approved by the affirmative vote or two-thirds (2/3) of the Board then in office at each of three (3) consecutive regular Board meetings. In connection with any winding up of the HCCA, any funds remaining after all liabilities and expenses have been satisfied shall be distributed to one or more charitable, educational, scientific, or philanthropic organizations selected by the Board that qualify as nonprofit, tax-exempt organizations under Section 501C (3) or 501C (6) of the Internal Revenue Code. No Board member or officer of the HCCA and no private individual will be entitled to share in the distribution of the assets in the event of winding up.

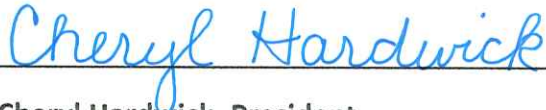
ARTICLE XIII – PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order, Newly Revised” as amended from time to time, shall be the parliamentary authority for all matters and procedures not specifically covered by the articles of incorporation and these bylaws.

Bylaws approved by Unanimous vote of Board on January 4, 2022.

Board members printed names and signatures:

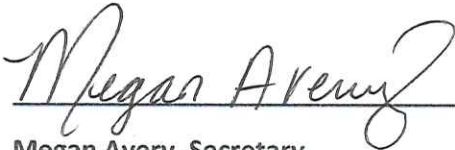
2022 Executive Board of Directors



Cheryl Hardwick, President



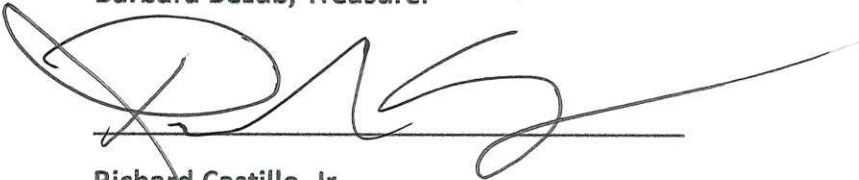
Melissa Hegemeyer, Vice President



Megan Avery, Secretary



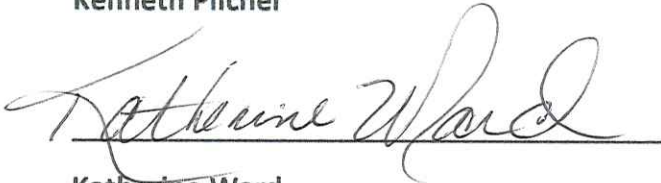
Barbara Bezub, Treasurer



Richard Castillo, Jr.



Kenneth Pilcher



Katherine Ward