

**Bylaws of the  
Westside Business Association  
A Non-Profit Corporation**

**Article 1 - Name**

The name of the organization shall be:

**1.01** Westside Business Association (WBA)

**Article II - Purpose and Policies**

The purpose for which the Corporation is formed is as follows:

**2.01** To be an advocate for our community, and/or to act as advisory organization to the Coastal Bend Region.

**2.02** To enhance the business atmosphere in our community by fostering, encouraging, and promoting existing and proposed businesses.

**2.03** To enhance the business atmosphere in our community by initiating, encouraging, and facilitating historical, artistic and beautification projects.

**2.04** To promote and to help support education in our schools and to the community.

**Article III - Membership**

The corporation shall be comprised of six (6) classes of membership:

**3.01 Small Business Members:** A Small Business Member shall be any company with twenty (20) or less employees. Each Small Business representative shall have one (1) vote.

**3.02 Medium Business Members:** A Medium Business Member shall be any company which has 21-74 employees. Each Medium Business Member shall have one (1) vote.

**3.03 Large Business Members:** A Large Business Member shall be any company which has 75 or more employees. Each Large Business representative shall have one (1) vote.

**3.04 Individual Members:** An individual member is a sole member interested in the purpose of the corporation. An Individual member is NOT a business member, and therefore cannot represent or promote a business and shall solely represent themselves. A self-employed business member (with 0 employees) will fall under a Small Business Member. Each individual Member shall have one (1) vote.

**3.05 Student Members:** A Student Member shall be any individual who is a full-time student with NO voting privileges.

**3.06 Non-Profit Members:** A Non-Profit Member shall be a Non-Profit 501 (c)(3) or 501 (c) 6 organization and shall have voting privileges at meetings provided the Member adheres to all responsibilities as designated in section 5.04 of bylaws.

All membership dues will be determined annually by the Board of Directors.

## **Article IV - Meetings**

**4.01** The Board of Directors of the Corporation shall consider and act upon any matters which may lawfully come before them at any regular or special meeting, except as otherwise provided in accordance with section 4.04 or 4.05 or bylaw.

**4.02** the Board of Directors, by majority vote, may ask the membership of the Corporation at a regularly called meeting to consider and act upon any matter which is substantial and/or necessary for approval to contract or commit the Corporation.

**4.03** Forty percent (40%) of the Board of Directors in good standing shall constitute a Quorum. The action by the majority vote by the Board of Directors present at a meeting, at which a Quorum is present, shall be the action of the Corporation.

**4.04** Monthly meetings of the Board of Directors shall be held on the third week of each month unless designated otherwise by majority vote of the Board of Directors.

**4.05** Monthly meetings of the membership shall be held on the first week of each month unless designated by majority vote of the Board of Directors.

**4.06** The President or the Vice President may call special meetings of the Corporation at any time upon advance notice but not less than five (5) days, referencing time, date, and place of the meeting. Notices to any member may be distributed via email, fax, phone, or text.

**4.07** Members of the Board may participate in and hold regular or special called meeting of the Board by means of conference calls or other communication technologies whereby all persons participating can communicate with all participants. Any committee provided for in Article 7 may hold meetings via email, fax, mail, phone, or text. Board members have the ability to vote while attending meetings remotely via video conferencing, face-time or other similar methods that provide the capacity for the member to be seen on screen to the rest of the board and will be counted as part of the quorum at the beginning of the meeting. (All additional requirements for voting are still in effect as per Article 3.04, 3.05 & 3.06)

## Article V - Board of Directors

**5.01** It will be the stated policy of the Corporation that each Director shall serve for a period of two (2) years. Board of Directors Elections will be held in December and elected by the membership by mail or email.

**5.02** Any vacancy occurring on the Board of Directors may be filled for the unexpired term of each vacancy by appointment of the President and an affirmative majority vote of the remaining Directors. No person may serve for more than (8) consecutive years unless they are in line to serve as President or ex-officio status for upcoming year. Each board member meeting their 8-year responsibility must sit out for one full year before being eligible for re-election to the Board of Directors.

**5.03** The Board of Directors shall consider and make such regulation to govern the conduct of the affairs of the Corporation as may be deemed appropriate. The President shall preside at all meetings of the Corporation. If the President is not present, the Vice President or member of the Executive board will preside.

**5.04** A Board of Director shall have and may exercise as much authority of the Corporation to conduct the business and affairs of the Corporation as permitted by law.

The Board of Directors shall consist of fifteen (15) individuals elected from the membership that adhere to the following:

- A. Must be a member in good standing as stipulated by WBA's definition (Please note all membership dues must be received in first quarter of FY to sustain good standing status) (Article III)
- B. Board of Directors must follow attendance guidelines as stipulated in section 5.09
- C. Board of Directors must always reflect professionalism when representing the organization.
- D. Directors must participate in all events during set up, clean up, selling tickets/tables while providing a minimum of five (5) contact leads, any exceptions must be presented and approved by the president prior day of event.
- E. Directors must satisfy any commitments incurred within thirty (30) days, including but not limited to table sales, ticket sales, sponsorships, promotional support or any debt committed to have prior agreed, unless otherwise stipulated by committee.

**5.05** Election for Board members shall be held by mail and/or email and submitted/postmarked by a December date set by the nominating committee. The new Board of Directors will be established by the 1<sup>st</sup> General Membership meeting in January.

**5.06** The Board of Directors shall have full authority to fix the salaries and fees, if any, to be paid in compensation for services rendered to the Corporation.

**5.07** The Board of Directors shall have the authority to determine and change annual dues or contributions paid by the members as designated under Article III.

**5.08** The Board of Directors shall have the right to remove any Executive Officer at any time, whenever, in its judgment is in the best interest of the Corporation. An affirmative vote by the Board of Directors at the next regular or special call meeting shall be required.

**5.09** Board members are expected to attend all Board meetings. If a Board of Director is unable to attend three (3) regular scheduled board meetings the attendance information will be provided to the Executive Committee for review with a recommendation that the Board Member be considered for removal from the Board of Directors. Please note any regularly scheduled board meetings that are cancelled or rescheduled will not be considered a missing absence.

**5.10** Any Director may resign at any time providing written notice to the President or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, effective immediately.

Any Board Member may be removed by resolution passed by a two-thirds majority of the Executive Committee Board whenever, in its judgement, is in the best interests of the Corporation. An affirmative vote by the Executive Committee at the next regular or special called meeting shall be required.

## **Article VI - Executive Officers of the Corporation**

**6.01** The Executive Committee shall be a permanent committee of the Board and shall have full authority of the Board in the management of the day-to-day affairs and operations of the Corporation within the limitation prescribed for committees of Directors. The membership of the Executive Board shall be elected annually by the Board of Directors at the January, or at the next regular meeting of the Board and will serve a one-year term unless serving in the same capacity again the following year on the Board. If the election is not held at such meeting it shall be held as soon as possible thereafter.

The elected membership of the committees shall hold office until its successors have been duly elected. It shall include no less than the President, Vice President, Secretary, Treasurer and Parliamentarian.

The Executive Committee shall be responsible for developing and guiding the implementation of operation plans for achieving the programmatic strategy and resource development goals of the Corporation as determined by the Board. An elected member of the Committee may resign in accordance with 5.08.

The President shall attend all meetings of the Committee. The Committee may appoint additional officers at its discretion. The Committee shall meet at least three times per year at the discretion of the President.

**6.02 The President** shall be the principle executive officer of the Corporation and shall in general supervise and control the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign (with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors or membership) any deeds, mortgages, bonds, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation. In general, the President shall perform all duties relative to the office and any other duties as may be prescribed by the Board of Directors from time to time.

**6.03 The Vice-President** shall perform the duties of the President in their absence. The Vice-President shall perform such other duties as may be assigned by the President or by the Board of Directors.

**6.04 The Secretary** shall maintain and electronically retain copies of all meeting minutes and records of the Corporation. The Secretary shall give all notices in accordance with the provisions of these Bylaws or as required by law, to be the custodian of the corporate records.

**6.05 the Treasurer** shall have charge and custody of and be responsible for all funds and securities of the Corporation. The Treasurer shall receive and give receipts for monies due and payable to the Corporation from any source and shall deposit such monies in the name of the Corporation to any financial institute as designated by the board in accordance with the provisions of Article VIII. Treasurer shall in general perform all duties relative to the office of Treasurer and will automatically serve as Chair of the Finance Committee and such other duties as may be assigned by the President of the Corporation.

**6.06 The Parliamentarian** exists to implement commonly accepted ways a Board of Directors come together, presents, and discusses possible courses of action while making decisions that benefit the Corporation in an efficient and consistent manner while ensuring the best use of time. Parliamentary procedures do not guarantee member of the Board are pleased with the results, but it ensures that the actions taken are in accordance with appropriate rules and procedures. The Parliamentarian will make sure Board decisions by Board Members are efficient and in consideration for every members opinion. The parliamentarian shall assist the President to efficiently manage meetings and advise on parliamentary procedure. The Board will follow the generally accepted procedure in accordance with *Robert's Rules of Order*.

## Article VII - Committees

**7.01** The Permanent Committees are: Navidad, Membership, Nomination, Education, Economic Development, Revitalization, Special Events, Finance and Bylaws. The President may establish other committees as needed.

**7.02** The President shall designate and appoint committees as needed, which shall consist of one (or more chairpersons) and shall have at least one Board Member as co-chair.

The authority of a committee shall be limited to making recommendations to the Board of Directors and the committee therefore shall NOT have authority to transact any business on behalf of the Corporation. Any committee members may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation shall be served such removal.

**7.03** Each chair of a committee shall serve for a period of one (1) year or until a successor is appointed, unless the committee member shall sooner be terminated or member is removed or member ceases to qualify. No Board member shall serve in a repetitive Committee Chair position unless a Committee goes unassigned or as approved by the Executive Committee.

**7.04** Vacancies in the membership of any committee may be filled by appointment as designation in Section 7.02.

**7.05** the President shall designate three (3) or more WBA directors (current or past) who are NOT seeking re-election, under the initial guidance of the Parliamentarian to constitute a Nominating Committee on an annual basis. The committee shall submit their slate of nominees to the President by December 1 or as designated by the Executive Committee/Board

## Article VIII - Contracts, Checks, Deposits, and Funds

**8.01** The Board of Directors may authorize any officer or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or restricted to specific instances.

**8.02** The President, Vice President and/or Treasurer shall have the authority to sign checks up to *five hundred dollars (\$500) for the use of the Corporation business. Any amount higher will require two (2) signatures of the President, Vice President, and/or Treasurer and the approval of the Board of Directors.*

**8.03** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**8.04** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation. All proceeds will be processed as designated by section 6.05.

**8.05** A Sponsorship Reconciliation Report for each Fundraising Event (including a list of sponsor amount committed and who made the commitment) will reflect funds received. Such reports will be submitted to every monthly Board Meeting until funds are received and/or the Board deems uncollectable through appropriate Board actions.

## **Article IX - Limitation of Power**

The Corporation, whether acting through its Members or Directors, shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of 501(c)(3) of the Internal Revenue codes as now enacted or hereafter amended.

## **Article X - Amendments**

The power to alter, amend or repeal the Bylaws of the Corporation, or to adopt new Bylaws, may be exercised by a majority vote of the Board of Directors as a meeting of the Board of Directors at which Quorum is present. Bylaws should be reviewed annually. The General Membership will be notified of changes made by the Board of Directors and must ratify such changes at the next regularly held general membership meeting.

## **Article XI – Proxies**

No voting by proxy.

## **Article XII - Filing of Bylaws**

A copy of the Bylaws and all amendments shall be filed with the WBA Secretary.

**Changes made to Bylaws on January 29, 2010**

**Adopted changes on January 2, 2011**

**Adopted changes made on February 18, 2013**

**Adopted changes made on February 17, 2015**

**Changes made to Bylaws on February 7, 2019**

**Adopted changes on February 20, 2019**

**Ratified by Membership on March 6, 2019**

**Adopted changes on June 15, 2021**

**Ratified by membership July 7, 2021**

**Adopted changes on December 7, 2022**

**Ratified by membership on January 4, 2023**

**Adopted changes on December 18, 2023**

**Ratified by membership on January 10, 2024**