

**BYLAWS OF THE DOWNTOWN BUSINESS ALLIANCE OF Seguin
A TEXAS NONPROFIT CORPORATION**

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**ARTICLE 1
ORGANIZATION**

1.01. Name of Organization. The name of this organization is the Downtown Business Alliance of Seguin.

1.02. Definition of Bylaws. These Bylaws constitute the code of rules adopted by the DBA of Seguin for the regulation and management of its affairs.

1.03 Powers of the Organization. The powers of the DBA of Seguin shall be as stated in its Articles of Incorporation,

1.04. Structure of Board. The Non-Profit Corporation is organized on a nonstock basis.

1.05 Registered Office. The Registered Office of the DBA of Seguin shall be 208 S. Austin St., Seguin TX 78155, or at such other office as the Board of Directors may, from time to time, determine.

**ARTICLE 2
PURPOSES OF THE CORPORATION**

2.01. Purpose. The DBA of Seguin is organized as a business association, with a Mission to Promote and Market Downtown Seguin for shopping, visiting and dining. Although the DBA of Seguin seeks to cooperate with the many organizations and committees working toward the betterment of the Seguin Downtown, the express purpose of the DBA of Seguin shall be to focus resources and energy on the front porch of our community, Downtown Seguin, in the following specific ways:

- a. By stimulating community pride and facilitating civic action and municipal improvements in Downtown Seguin.
- b. By providing a framework for coordinating community planning, development, and management in Downtown Seguin.
- c. By encouraging and facilitating public-private cooperation and coordination of activities to promote Downtown Seguin and community vitality and to improve the physical environment, aesthetics, social welfare and economic condition of Seguin.
- d. By organizing, sponsoring and coordinating activities and events that promote Seguin, enhance its image and generate economic opportunities.
- e. By educating and informing citizens on topics of interest and concern concerning Downtown Seguin and by facilitating citizen involvement in community improvement plans, programs and projects.
- f. By initiating and participating in the development and implementation of economic and community development strategies.
- g. By encouraging and promoting reinvestment in Downtown infrastructure and commerce to create and retain jobs for the community.
- h. By cooperating with individuals and organizations that focuses in reinvestment in the community.
- i. By developing programs, projects and services that preserve architectural character, cultural heritage, and economic vitality in order to revitalize Downtown Seguin.

In furtherance of the foregoing, the DBA of Seguin may request, receive, hold and use contributions, gifts or grants made available for such purposes by federal, state or local governments or any private corporation, association, foundation, organization or person.

ARTICLE 3

BOARD OF DIRECTORS

3.01. Definition of Board of Directors. The Board of Directors is that group of persons vested with control and management of the business and affairs of the DBA of Seguin.

3.02. Appointment and Election of Directors. A nominating committee shall prepare a slate of directors for approval at the annual meeting.

3.03. Qualifications of Directors. The qualifications for becoming and remaining a Director of the DBA of Seguin are as follows:

- a. Directors must be residents of Seguin (defined as within zip code 78155 on the date of adoption of these bylaws), or
- b. Directors must be the owners of businesses or real estate in Seguin, or

c. Directors must be employed in Seguin.

3.04. Number of Directors. The number of Directors for the DBA of Seguin shall be 11 persons.

3.05 Composition of Board. The Board shall be representative of varied constituencies and disciplines representing the needs of Downtown Seguin.

3.06. Terms of Directors. At the meeting held for adoption of these bylaws, three (3) members shall be appointed for a period of one (1) year; four (4) members for a period of two (2) years; and four (4) members for a period of three (3) years. Thereafter, at each annual meeting, members will be appointed or reappointed for those terms that have expired. At such time, members shall be appointed for a term of three years. No member shall serve more than two consecutive three-year terms.

3.07. Vacancies on the Board. The Board may declare vacant the seat of any member of the Board who is absent from three (3) consecutive regular DBA of Seguin Board Meetings without furnishing satisfactory explanation to the Board. Any vacancy occurring in the Board of Directors will be filled by appointment by the Board of Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

3.08. Annual Meeting. There shall be an Annual Meeting of the Board of Directors in January of each year for the purpose of electing Directors and transacting any other business as may properly come before the meeting.

3.09. Notice of Meeting. The Secretary of the DBA of Seguin shall email notice of the Annual Meeting to all members at least 10 days prior to the meeting.

3.10 Ex Officio Members. Leadership from the Seguin Area Chamber of Commerce, Seguin Main Street, Seguin Economic Development Corporation and Seguin Guadalupe County Hispanic Chamber shall be invited to serve as non-voting members of the Board of Directors.

ARTICLE 4 OFFICERS

4.01. Roster of Officers. The Officers of the DBA of Seguin shall be chosen from the Board of Directors and shall be President, Vice President, Secretary and Treasurer

4.02. Selection of Officers. The Officers of the DBA of Seguin shall be elected and appointed annually by the Board of Directors. Each officer will remain in office until a successor to such office has been selected and qualified.

4.03. President. The President shall be the Chief Executive Officer of the Board of Directors and shall supervise and control the affairs of the DBA of Seguin, subject to the control of the Board of Directors or Directorial Committees. The President shall perform all duties to such office and such other duties as may be provided in the bylaws or as may be prescribed from time to time by the Board of Directors. The President shall:

a. Preside at all meetings of the DBA of Seguin and shall be an ex-officio member of all Committees.

b. Present an annual report of the work of the DBA of Seguin at each annual meeting.

- c. Appoint all committees, temporary or permanent, from the membership of the Board of Directors or from the community at-large, consistent with Article 8 of these Bylaws.
- d. See that all books, reports and certificates as required by law are properly kept or filed.
- e. Have such powers as may be reasonably construed as belonging to the Chief Executive of any organization.

4.04. Vice President. The Vice President shall, in the event of the absence or inability of the President to exercise his/her office, become acting President of the DBA of Seguin with all the rights, privileges and powers as if he/she had been the duly elected President.

4.05. Secretary. The Secretary shall be responsible for the keeping of the minutes and records of the DBA of Seguin, except those kept by the Treasurer, and with the assistance of such staff as is available, shall prepare the agenda of regular and special meetings under the direction of the President, provide notice of all meetings as required by law or these Bylaws, and attend to correspondence of the DBA of Seguin. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

4.06. Treasurer. The Treasurer shall have charge and custody of all funds of the DBA of Seguin, shall deposit the funds as required by the Board of Directors, shall keep and maintain adequate and correct accounts of the DBA of Seguin's properties and business transactions, shall render reports and accountings to the Directors as required by the Board of Directors or by law, or by these bylaws, or which may be assigned from time to time by the Board of Directors.

4.07. Assistant Officers. Assistant Officers may be appointed by the Board of Directors as deemed necessary, and need not be members of the Board.

4.08. Executive Director. The DBA of Seguin may appoint an Executive Director, who is not a member of the board, and who shall serve at the pleasure of the Board, shall have general supervision over the administration of the business and affairs of the DBA of Seguin, subject to the direction and control of the Board. The Executive Director shall serve as a non-voting member of the Board of Directors.

ARTICLE 5

DIRECTORS' MEETINGS

5.01. Place of Directors' Meetings. Meetings of the Board of Directors, regular or special, shall be held in Seguin TX at such places as the Board of Directors designates by resolution duly adopted.

5.02. Regular Directors' Meetings. A regular meeting schedule of the Board of Directors shall be set annually at the direction of the Board.

5.03 Annual Board of Directors' Meeting. An annual meeting of the Board of Directors shall be held at the first regular Directors' meeting of the calendar year.

5.04. Notice of Directors' Special Meeting. Written or printed notice stating the place, day and hour of any special meeting of the Board of Directors shall be delivered to each Director not less than two calendar days or five days by mail before the date of the meeting, by or at the direction of the President or the Secretary of the Board. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of this Corporation with postage prepaid. Such notice shall state the business to be transacted at, or the purpose of, such meeting.

5.05. Call of Special Board Meetings. A special meeting of the Board of Directors may be called by either:

(i) The President, or

(ii) Three or more members of the Board of Directors.

5.06. Quorum of Directors. The presence, in person, of a majority of the members of the Board of Directors shall constitute a quorum. The act of majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the provisions of the Texas Non-Profit Corporation Act, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

5.07. Rules of Order. Unless otherwise specified or waived by a majority of the Directors present, Robert's Rules of Order shall govern the proceedings at the meetings of the Corporation.

ARTICLE 6

VOTING

6.01. Procedure. Each Director shall have one vote. At all meetings, all votes shall be via voice. However, upon request of any member, any vote shall be by roll call.

6.02. Meeting by Telephone or Electronic Medium. The members, Board, or any committee may hold a meeting by telephone or electronic medium if all participants consent to it. A person's participation in a conference call meeting, whether he or she speaks, constitutes his or her presence at the meeting.

6.03 Decision Without Meeting. Any decision required or permitted to be made at a meeting of the members, Board, or any committee may be made without a meeting if written consent to the decision is signed by a quorum of persons entitled to vote on the matter. The original signed consents shall be placed in the DBA record book.

ARTICLE 7

REMOVAL OF DIRECTORS AND OFFICERS

7.01. Termination of Directorship. Directorship shall be terminated upon receipt by the Board of the written resignation of a Director, by the death of a Director, by action pursuant to paragraph 3.07, or for cause detrimental to the Corporation as may be determined by the Board.

7.02. Removal Procedures. With respect to termination for cause, the President, with approval of the Board, shall appoint a Disciplinary Committee to investigate charges against the accused

member and to prepare a report of recommendations to the Board. The Committee shall present the reasons for removal in writing to the Board and to the person sought to be removed and shall conduct a hearing. The Board shall adopt such rules as considered necessary for the best interest of the organization for this hearing. A two-thirds vote of the Board of Directors' membership shall be sufficient to remove a Director. All proceedings for the removal of any Director shall only be brought before the Board of Directors.

7.03 Removal of Officers. Any officer may be removed by two-thirds vote of the Board of Directors wherever in their judgment the best interests of the Corporation shall be served. However, such removal shall be without prejudice to any contract rights of the Officer so removed.

ARTICLE 8 COMMITTEES

8.01. Definition of Committees. The DBA of Seguin may have certain committees, each of which shall consist of one or more Directors, which shall have and exercise some prescribed authority in the management of the DBA of Segin. However, no such committee shall have the authority of the Board in reference to affecting any of the following:

- (1) Filing of vacancies in the Board.
- (2) Adoption, amendment or repeal of Articles of Incorporation or of Bylaws.
- (3) Amendment or repeal of any resolution of the Board/
- (4) Action of matters committed by Bylaws or resolution of the Board to another committee of the Board.

8.02. Appointment of Committees. The President may, with the approval of the Board of Directors, designate and appoint Standing or Special Committees and delegate to such Committees specific and described authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of such Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

8.03. Executive Committee. There shall be an Executive Committee of the Board, composed of the President, Vice President, Secretary and Treasurer. Up to three additional members of the Board may be appointed to the Committee by the President at the Annual Meeting. The Executive Committee shall meet at the call of the President and shall act in the interim between regular DBA of Seguin meetings.

8.04. Special Committees. The President may, with the approval of the Board of Directors, designate and appoint Special Committees designed to transact certain ministerial business of the DBA or to advise the Board of Directors in technical matters. An Officer or Director shall chair such Committees or Advisor as designated by the President. The Board may terminate any such committee by resolution.

8.05. Standing Committees. The President may, with the approval of the Board of Directors, designate and appoint Standing Committees to facilitate the development, operation and management of DBA programs and projects. A DBA Officer or Director shall Chair such

Committees as designated by the President. The Board may terminate any such Committee by resolution. Standing Committees are established as set forth herein:

a) Any matters appropriate for consideration by a Standing Committee shall be delegated by the Annual Work Plan, pursued by the Committee itself or referred by the Board, the President, or the Executive Committee. The Board retains financial oversight for any expenditures. Work items pursued by the Committee shall first be brought before the Board for consideration.

b) Standing Committees are charged with working in cooperation with any existing Community organizations sharing their focus. The following shall be the initial Standing Committees of the Seguin DBA:

Marketing Committee

Membership Development

Special Event / Fundraising

8.06. Committee Procedures. All Committees shall be responsible to and advise the Board on the subject areas assigned. Meetings shall be as determined by the members. Signed Minutes shall be kept of all meetings. Robert's Rules of Order shall govern all meetings. The Board shall resolve any unresolved difference.

ARTICLE 9 OPERATIONS

9.01. Fiscal Year. The fiscal year of the DBA shall commence January 1 and end December 31 of each year.

9.02. Execution of Documents. The Treasurer shall supervise the maintenance and keeping of records of all receipts and disbursements, which records may be audited annual by an independent Certified Public Accountant. Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money, and other evidences of indebtedness of the DBA will be co-signed by the President. Individuals designated by the Board may sign contracts, leases or other instruments executed in the name of and on behalf of the DBA.

9.03. Books and Records. The DBA shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and Standing Committees. The DBA shall keep at its registered office or principal place of business a membership register giving names, addresses and showing classes or other details of the membership, the original or copy of its Bylaws including amendments to date certified by the Secretary of the DBA.

9.04. Inspection of Books and Records. All books and records may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time. The DBA's Tax Return shall be made available to any person upon request.

9.05. Purchase of Supplies and Equipment. The President administers purchasing of all supplies and equipment. Whenever possible, these items will be purchased from DBA members. No purchase will be made for any purpose which is not authorized in the budget unless prior approval is obtained from the President. A receipt must be submitted for all purchases and given to the Treasurer by the next business day.

Purchases over \$250 must be approved by the President. Only the President is authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association. Such authority may be general or confined to specific instances

9.06. Budget Control. The Seguin DBA operations are geared to anticipate annual receipts and expenditures. At the beginning of each fiscal year, careful estimates are made of prospective income. At the same time, estimates are made of the funds necessary for the operation of programs. From these estimates, an annual budget is prepared and ultimately adopted by the Board of Directors. In order to stay within the budget limitations, all expenditures must be approved before any commitment is made.

**ARTICLE 10
AMENDMENTS**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by 2/3 of the votes of the Standard Members. Proposed changes to the Bylaws may be distributed upon approval of a majority vote of the Board. The notice of any meeting of members called to alter, amend, repeal, or replace one or more of the Bylaws shall include the text of the proposed Bylaws provision as well as the text of any corresponding existing Bylaws provision.

**ARTICLE 11
MISCELLANEOUS**

10.01 Applicable Law. These Bylaws will be construed under Texas law.

10.02 Legal Construction. To the greatest extent possible, these Bylaws shall be construed to conform to all applicable legal requirements and all requirements for obtaining and maintaining tax exempt status as a non-profit corporation. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provisions of these Bylaws and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Downtown Business Alliance of Seguin, and that these Bylaws constitute the corporation's Bylaws. These amended Bylaws were duly adopted by vote of the members on _____ 2021.

Signature: _____
Secretary, Downtown Business Alliance of Seguin

Dated: _____