

BY - LAWS

FOR

Del Rio Hispanic Chamber of Commerce

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Office Location: 305 South Main – Texas Community Bank

Mailing Address: P . O . B o x 1 9 3 6

Del Rio, Texas 78841

Phone (830) 488-7422

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**BY-LAWS OF
THE DEL RIO HISPANIC CHAMBER OF COMMERCE**

**SECTION 1 - ORGANIZATION
ARTICLE 1
OFFICIAL NAME**

Name

- 1.1 The name of this organization shall be the Del Rio Hispanic Chamber of Commerce (DRHCC).

Official Acronym

- 1.2 The initial of DRHCC shall be the official acronym for the Del Rio Hispanic Chamber of Commerce.

**ARTICLE II
OFFICES**

Principal Office

- 2.1 The principal office of the DRHCC in the State of Texas shall be located in the City of Del Rio, County of Val Verde. The DRHCC may have such other offices, within the State of Texas, as the Board of Directors may determine or as the affairs of the DRHCC may require.

Registered Office and Registered Agent

- 2.2 The DRHCC shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the DRHCC in the State of Texas, and the address of the registered office may be changed as required by the Board of Directors.

**ARTICLE III
PURPOSE AND POLICY**

Purpose

- 3.1 The purpose(s) of the DRHCC are:
- (a) To promote the interest of (1) small businesses, including minority and women-owned enterprises, and (2) minority and women professionals and entrepreneurs;
 - (b) To enhance the economic and educational environment;
 - (c) To foster representation in major issues of public policy; and
 - (d) To promote awareness and preservation of the Hispanic heritage.

Policy

- 3.2 All policies shall be established or repealed by a two-third (2/3) vote of the entire DRHCC Board of Directors (hereinafter referred to as "Board") at a regular board meeting, and no policies shall be established that in any way abrogate the letter or spirit of these by-laws.

Nature of Entity and of Activities

- 3.3 The Chamber is an incorporated non-profit association of voluntary members and it shall have all powers conferred under the laws of the State of Texas governing non-profit corporations.
- (a) **Non-Profit Organization:** The Del Rio Hispanic Chamber of Commerce is a 501(c) (6) non-profit organization. The Chamber shall observe all local, state, and federal laws, which apply to a non-profit organization as defined in Section 501(c) (6) of the Internal Revenue Code.
 - (b) **Limitations:** The Chamber in its activities shall take no part in or lend its influence to the election or appointment of any candidate for federal, state, county or city office. The Chamber shall not endorse any political candidate or political party, nor shall it take part in religious discussion, it may, however, act on any political question or issue that directly or indirectly affects the welfare of the organization and of its members, or the City of Del Rio and its continuous territory. No member or employee shall represent the DRHCC or make public statements on behalf of the DRHCCC except with the prior approval of the Executive Committee and/or the Board of Directors, or as otherwise authorized herein. This limitation shall not be construed as limiting the right of any Member or member Representative of the Chamber to exercise his or her personal right of citizenship by engaging in political, sectarian or partisan activities.
 - (c) This revision changes from fiscal year to calendar year.

SECTION II - MEMBERSHIP

ARTICLE IV

MEMBERSHIP

Classes of Membership

- 4.1 The Corporation shall have eight (8) classes of members. All members must pay their annual dues and be willing to contribute his/her talents for the betterment of the Del Rio Hispanic Chamber of Commerce. The designation of each class and the qualifications shall be as follows:
- (a) Student-Attending a post-secondary institution.
 - (b) Individual - A person representing themselves.
 - (c) Business Owner/Corporation - A person or group of persons who own a business, Classified by number of employees.
 - (d) Corporate Partner - Any Corporation.

- (e) Financial Institution-Bank, Saving and Loan and/or Credit groups.
- (f) Associate Member-Any employee of a business or Corporation that is a current paid member may join as an associate member.
- (g) Honorary Member- Any person who is designated by the membership of this Corporation will be made a life member.
- (h) Non-profit Organizations/Corporations.

Certificate of Membership

- 4.2 The Board of Directors may provide for the issuance of certificates and/or plaque evidencing membership in the Corporation, which may be signed by the President, and/or Vice President and Director of Membership. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore, on such terms and conditions as the Board of Directors may determine.

Votes

- 4.3 The voting and other rights, interests, and privileges of each member shall be equal. No member shall have any interest or property right in the assets of the Chamber, and no member shall hold more than one (1) membership in the Chamber. Any person or business of good standing that wishes to promote the objectives of the DRHCC shall be eligible for membership, subject to the payment of dues. Such person or business shall hereafter be called "member." Each class of members as herein defined, with the exception of the Associate Members and are entitled to one (1) vote for the purpose of electing the Board and amending the By-Laws. Business Owners and Corporations having more than 201 employees may designate two (2) voting members. Election procedures will be determined by the Board of Directors.

Corporate Partners

- 4.4 Corporate Partners is a distinct corporate membership. Corporate Partners make an annual pledge to be a part of the program, designed to be mutually beneficial.

Advisory Board

- 4.5 An advisory board may be formed to assist and advise DRHCC on important business and other issues that are pertinent to its members and community.

Membership Dues

- 4.6 Dues shall be current as of 30 days prior to the Annual Meeting in order to be a voting member. Any change in the dues shall be determined by a two-thirds (2/3) vote of all voting members presented at any quarterly or annual meeting. No such change shall be adopted unless each member is given written notice of the proposed change or changes, including the effective date of such change or changes; the written notice shall be postmarked at least thirty (30) calendar days prior to the meeting.

Transferability of Membership

- 4.7 Membership is not transferable.

Termination of Membership

- 4.8 Membership shall terminate if the member fails to pay the annual dues by the due date.

Suspension or Expulsion of Member

- 4.9 The Board, by affirmative vote of two-thirds (2/3) of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing before the Board and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

Procedure for Expulsion

- 4.10 After it has been determined that a member should be expelled, the following procedure shall be implemented:
- (a) A review committee shall be appointed by the Board of Directors.
 - (b) The review committee shall notify the Board of Directors and the member being expelled. The member shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The notice to the member of his proposed expulsion shall state the date, time and place of the hearing before the review committee.
 - (c) After the recommendation of the review committee, the Board of Directors shall decide whether the member should in fact be expelled, suspended or sanctioned in some other way. The decision of the Board will be final.

Rights of a Voting Member

- 4.11 Voting membership shall confer the following:
- (a) The right to vote in all general assembly meetings of the DRHCC.
 - (b) The right to serve on the Board or any of the committees under the provisions outlined in Article VII and IX of the by-laws; provided the member is duly elected or appointed;
 - (c) The right to serve as an elected officer of the DRHCC, provided the member is duly elected;
 - (d) The right to be appointed to fill any unexpired term to the board;
 - (e) The right to represent the Chamber in any regional or national association, provided the member is duly elected as a delegate by the general membership or by the Board at quarterly meetings; and

- (f) The right to be informed by the Board of the status of the DRHCC through an annual report made available for review at the annual meeting and at the DRHCC office.

**ARTICLE V
MEETINGS OF MEMBERS**

- 5.1 Meetings of members shall be held at such time and place as the Board may direct.

Annual Meeting

- 5.2 The members of the DRHCC shall meet annually for the purpose of electing Directors, reviewing and/or amending by-laws.

Monthly or Quarterly Meetings

- 5.3 A meeting of the general membership may be held monthly or on a quarterly basis. The Board may, at its discretion, decide that a quarterly meeting is unnecessary.

Special Meetings

- 5.4 The Executive Director of the DRHCC, if ordered by resolution of the Board or by the ten percent (10%) or more of the certified membership of the DRHCC, shall call special meetings. Management of the meeting will be in accordance with the current edition of Robert's Rules of Order, Part II, Organization and Conduct of Business, Section 46, Occasional or Mass Meetings.

Notice

- 5.5 Notice of the time and date of annual meetings shall be given each member at least thirty (30) days prior to such meeting. Notice of the time and date of special called meetings shall be given to each member by mail at least three (3) calendar days prior to such meeting.

Quorum

- 5.6 A quorum shall consist of twenty-five percent (25%) of the certified voting membership. If no quorum is present, no official business shall be conducted.

Conduct of Meetings

- 5.7 Robert's Rules of Order, latest edition, and such as may be adopted by the assembly shall govern meetings. No rule shall be inconsistent or in conflict with these by-laws, Articles of Incorporation or the DRHCC or with the law.

SECTION III – BOARD OF DIRECTORS
ARTICLE VI
BOARD OF DIRECTORS

Number and Qualifications

- 6.1 Board shall consist of fifteen (15) elected persons who are voting members in good standing. As membership allows, the Directors shall be persons directly engaged in profit or nonprofit oriented businesses or own an interest in such business. A prospective nominee for director and all directors must be a member in good standing six (6) months prior to serving on the board of directors. A prospective nominee for Executive Board position must have served one complete term prior to serving on the Executive Board. The President and the immediate past President of the DRHCC shall serve as ex-officio members. The immediate Past President shall have voting powers and shall serve as parliamentarian. The Board of Directors, which will be elected with the exception of the immediate Past- President consist of:
- a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Parliamentarian (Immediate Past President, if Immediate Past President declines to serve as Parliamentarian, the Board of Directors will vote to approve a member in good standing for this position.)
 - e. Director of Finance (Fund-raising)
 - f. Director of International Trade
 - g. Director of Economic Development & Small Business
 - h. Director of Legislative & Governmental Affairs
 - i. Director of Membership
 - j. Director of Education
 - k. Director of Women’s Issues
 - l. Director of Public Relations
 - m. Director of Cultural Issues & Events
 - n. Director of Health Issues

Powers

- 6.2 The Board shall have full power and authority to:
- a. Establish all policies.
 - b. Hire or terminate and determine the responsibilities of the Executive Director.
 - c. Control all disbursements and finances.
 - d. Exercise all powers not expressly denied by these by-laws.

Vacancies

- 6.3 Any vacancy on the Board shall be filled temporarily by appointment of the Board. The procedure for filling the temporary vacancy shall be;

- a. The President shall nominate to the Board a candidate for the vacancy;
- b. The Board shall vote to approve or disapprove the nominee;
- c. If approved, the candidate shall serve out the remainder of the term;
- d. If not approved, the President will re-nominate until the position is filled.

Election Procedures and Terms of Office

- 6.4 a. Except as provided in subsection (B) of this subsection, the membership of the Board shall be elected to two-year terms ending on the date of the annual meeting. The two (2) year terms of service shall be limited to three (3) consecutive terms for a total of six (6) years. Upon expiration of the term limits, a member may be elected to serve on the Board again, but must wait at least one (1) full year before being eligible to be elected and serve. All Board members shall be required to stand for election/re-election to the Board at the end of each two (2) year term of service.

The following Directors shall be elected for even years, beginning with the year 2008:

- President
- Secretary
- Director of International Trade
- Director of Legislative & Governmental Affairs
- Director of Public Relations
- Director of Education
- Director of Women’s Issues

The following Directors shall be elected for odd years, beginning with the year 2009:

- Treasurer
- Vice President
- Director of Finance (Fund-raising)
- Director of Economic Development and Small Business
- Director of Cultural Issues & Events
- Director of Membership
- Director of Health Issues

- b. All regular members shall be eligible for election to the Board as provided for in the by-laws.

Selection

- 6.5 The President shall be elected by a majority vote of the voting members at the Annual Meeting. All voting shall be done by official DRHCC secret ballot in accordance with Robert’s Rules of Order. In case of a tie, a run-off election shall be held immediately. A nominating Committee appointed by the Board shall submit the name of a candidate for each available place on the Board. Additional nominations can be made from the floor by the general membership at the annual meeting.

Removal

- 6.6 (a) Any Director may be removed from office by a two-thirds (2/3) vote of entire Board at any regular Board meeting.
- (b) The President shall notify any Director who misses two (2) unexcused consecutive meetings of his/her possible Removal and Resignation from the Board.
- (c) Any Director who has missed three (3) consecutive meetings or four (4) meetings in a twelve (12) month period without being excused by the President shall automatically vacate his/her seat. For purposes of this section, the Board retreat, quarterly meetings, monthly Board meetings, special called meetings and annual membership meetings are considered meetings of the Board.
- (d) A Director resigns his/her position by submitting a written resignation to the President of the Board. Resignation shall be effective upon filing.

Compensation

- 6.7 Directors shall serve without compensation, but may have reimbursement as authorized by the Board for expenses incurred in service to the DRHCC.

Conflict of Interest

- 6.8 A Director shall not participate in a vote or decision on a matter involving a Business entity in which the Director has a substantial interest, if it is reasonably foreseeable that an action in the matter would confer an economic benefit to the business entity involved. If a Director or a person related to the Director in the first or second degree by either affinity or consanguinity has a substantial interest in a business entity that would be peculiarly affected by any action taken by the Board, the Director, before a vote or decision on the matter, shall inform the Board in writing by the next scheduled Board meeting stating the nature and extent of the interest and shall abstain from further participation in the matter.

- (a)) A person has a substantial interest in a business if:
- (1) The interest in ownership of ten percent (10%) or more of the voting stock or shares of the business entity or ownership of \$100.00 or more of the fair market value of the business entity.
 - (2) Funds received by the person from the business entity exceed ten percent (10%) of the person's gross income for the previous year.
- (b) A person has a substantial interest in real property if the interest is an equitable or legal ownership with a fair market value of \$100.00 or more.

Meetings

- 6.9 (a) The Directors will vote at the first regular meeting following the annual meeting on which date of the month to meet for the remainder of the year. Said date could be changed by the Executive Committee by giving fourteen (14) day notice to the Board and posting notice on the Chamber bulletin board.
- (b) Each Director shall be provided with a schedule of monthly meetings for the fiscal year. Attendance is required at each monthly meeting, the annual Board retreat, and quarterly membership meetings.
- (c) Any absences from required meetings must be reported to and approved by the President prior to the meeting or event.
- (d) Eight (8) Directors shall constitute a quorum for the transaction of business.
- (e) Meetings of Directors shall be governed by Robert's Rules of Order.
- (f) These rules may be revised from time to time, insofar as such rules are not inconsistent with these by-laws, with the Articles of Incorporation, or with the law.

Special Meetings

- 6.10 Special meetings of the board may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Texas, as the place for holding any special meetings called by them.

Notice

- 6.11 Notice of any special meeting of the Board shall be given at least three (3) days previously thereto by written notice delivered personally, by telephone, or sent by mail, E-mail, or facsimile to each Director at his address as shown by the records of the DRHCC. If mailed such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereupon paid. If notice were given by E-mail or facsimile, such notice shall be deemed to be delivered when there is confirmation of transmission. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION IV- OFFICERS ARTICLE VII

Board Officers Officers

7.1 The DRHCC shall have a President, Vice President, Secretary and Treasurer.

Election and Term of Office

7.2 The DRHCC membership shall elect officer positions at the regularly scheduled October meeting. These elections shall be by secret ballot. Board members must be present to vote and may not transfer their individual vote by means of proxy. Board members seeking election as an officer of the Board must be present at the time and location of the election.

The term for all officers shall be for two (2) years and shall begin after the annual meeting upon election. The President must have served at least one (1) year as a Director, with the exception of the year 2006.

Principle Duties of the Board Officers

7.3 (a) The President shall:

- (1) Prepare, call and preside at each meeting of the DRHCC.
- (2) Provide an agenda for each meeting.
- (3) Enforce the rules relating to debate and order.
- (4) Appoint committee directors and other Board appointments as needed.
- (5) Oversee the work of the Board and their respective committees.
- (6) Monitor, through the Executive Director, the work of the DRHCC.
- (7) Represent, along with the Executive Director the DRHCC in matters of public relations.
- (8) Serve as an ex-officio member of all committees except for the Nominating Committee.
- (9) Have at each meeting, in addition to other papers necessary for the meeting, the following: a copy of Robert's Rules of Order and a list of all standing and special committees and their members.
- (10) Perform all other duties associated with this office.

(b) The Vice President shall:

- (1) In the absence of the President perform all duties of the President.
- (2) In case of the resignation, removal or death of the President assume the office of the President automatically, serving the unexpired term of the President.

(c) The Secretary shall:

- (1) Certify delegates representing the DRHCC and provide them with credentials.
- (2) Sign all certified copies of acts of DRHCC unless otherwise specified in the by-laws.
- (3) Maintain and have available at every meeting all record books in which the by-laws, special rules of order, standing rules, the latest edition of Robert's Rules of Order and minutes are entered, with any amendments to these documents properly recorded.
- (4) In the absence of the President and the Vice President, call the meeting to order and

preside.

- (5) Ensure that the minutes are properly and accurately recorded, and posted for approval.

(d) The Treasurer shall:

- (1) Supervise disbursements of funds of the DRHCC.
- (2) Hold funds deposited and disburse them only on the order of the Board; the voucher authorizing disbursements shall be signed by any of the following: the President, Vice President, Secretary or Treasurer.
- (3) Treasurer to provide annual budget to Executive Board and Director of Finance.

Duties of the Directors

- 7.4 The duties of each position shall be such as this title by general usage indicates, as well as those duties specified by the President. The Directors of each committee shall present a monthly report to the President. In addition, each Director is responsible for producing, submitting and updating an annual budget to the Chair of Finance.

(a) The Director of Finance shall:

- (1) Plan and coordinate with the President and Treasurer all the Chamber's fundraising efforts.
- (2) Oversee all solicitations from all other Director Committees.
- (3) Be responsible for providing the format of the annual budget to each Board Director and to oversee committee expenses.

(b) The Director of International Trade shall:

- (1) Initiate functions for the membership to provide awareness of the effects of ongoing international trade.
- (2) Maintain good international public relations on behalf of the DRHCC.
- (3) Participate in functions relating to international trade and goodwill.

(c) Director of Economic Development & Small Business shall:

- (1) Seek opportunities which will assist minority and small businesses in the area of growth and development.
- (2) Work closely with the President in coordinating seminars, workshops, etc., which will help to enhance entrepreneurial and management skills. Continue the solicitation and/or procurement of public and private contracts through Minority Business Enterprise programs.
- (3) Recommend educational programs of the business and economic for Chamber members, volunteers, staff and officers.
- (4) Promote our corporate sponsors and members, through all means, including coordination with the Texas Association of Mexican-American Chambers of Commerce and the United States Hispanic Chambers of Commerce.

(d) Director of Legislative and Governmental Affairs shall:

- (1) Inform the membership on issues pertaining to governmental issues at the city, county, state, and national level.
- (2) Promote the appointment of Hispanics to local and state Boards and/or Committees through our newsletter and all other news media.

(e) Director of Membership shall:

- (1) Recruit membership throughout the year and conduct a maximum of two well-structured membership drives.
- (2) Establish and actively promote the Ambassador program.
- (3) Assemble information on business anniversaries, grand openings, relocations, etc., and offer ribbon cuttings and other special recognition activities, which will include the “Small Business of the Month.”

(f) Director of Education shall:

- (1) Promote our Student mentor Program.
- (2) Participate in the establishment, constant enhancement of the Mentor Program and possible implementation of awarding scholarships and then oversee the procedures, tracking, etc. of such.
- (3) Be alert on local education issues and/or programs.
- (4) Leverage educational opportunities for membership and small business owners.

(g) Director of Women’s Issues shall:

- (1) Be responsible for keeping informed on political, health, etc. issues affecting women in the business market and providing this information to our members by manner of workshops or newsletter.
- (2) Participate and represent the Chamber at events, etc. relating to this matter.
- (3) Coordinate any of the information with other Board of Directors to include in any other Chamber events, workshops, etc.

(h) Director of Public Relations shall:

- (1) Develop relationships with media or publishing organizations in order to accomplish coverage of the Chamber’s goals, objectives and accomplishments as they relate to providing interest to the community.
- (2) Coordinate effectively with the Director of Membership to accomplish media or publishing coverage on any event, (i.e. Ribbon Cuttings, Small Business of the Month.)
- (3) Attend regularly community events to promote the DRHCC goals and objectives and develop its visibility.
- (4) Participate and/or oversee the production of the Chamber membership newsletter in coordination with the Vice President and his/her committee.

(i) Director of Cultural Issues & Events shall:

- (1) Be responsible for the organization of scheduled annual events that promote the Chamber's mission.
- (2) Support and participate in cultural events that are intrinsic to the Hispanic market.

(j) Director of Health Issues

- (1) Promote physical and mental health in the community and actively support stress management programs in the workplace.
- (2) Keep the members informed on National health issues and their effect on the Hispanic community.

Executive Committee

- 7.5 The Executive Committee of the Board shall consist of the President, the Vice President, the Secretary and the Treasurer. The President and the Immediate Past President shall serve as Ex-officio members.

**ARTICLE VIII
RESERVED**

- 8.01 RESERVED

**ARTICLE IX
COMMITTEES**

Standing Committees

- 9.1 The Board shall have standing committees, including, but not limited to: Economic Development, Finance, Membership, Education and Advocacy. The President shall appoint a member of the Board to oversee the functioning of each standing committee.

Ad Hoc Committees

- 9.2 The Board by resolution may designate ad hoc committees for specific reasons.

ARTICLE X

AMENDMENTS

Amendment or Repeal of By-Laws

- 10.01 These by-laws, or any part thereof, may be repealed or amended at any regular meeting or any special meeting of the general assembly called for that purpose. No such repeal of amendment shall be adopted unless each voting member is given written notice of the proposed changes, as well as, of the time and place of said meeting. The written notice shall be postmarked at least thirty (30) calendar days prior to the meeting.

ARTICLE XI AUDIT

Annual Audit

- 11.01 An independent annual audit shall be conducted by an Audit Committee at the close of the fiscal year. The Audit Committee is composed of the Incoming President, out-going President, Incoming Treasurer and out-going Treasurer. The annual audit will be conducted after the October elections and before January 31 of the following year.

ARTICLE XII GOVERNING RULES

Governing Rules

- 12.1 Robert's Rules of Order, the latest edition, shall be recognized as the standing rules of order for all meetings of the DRHCC.

By-Laws

- 12.2 These by-laws shall be the current by-laws.

Effective Date

- 12.3 The initial by-laws were adopted at a special meeting on July 25, 2006. The amended by-Laws were adopted on October 13, 2016.

Adopted July 25, 2006
Amended October 8, 2015
Amended October 13, 2016