



2023 - 2024 By-laws

Article I -NAME

The name of this organization is The Wedding Association of the Brazos Valley. This name is for the exclusive use of The Wedding Association of the Brazos Valley and its active members in good standing. The Wedding Association of the Brazos Valley operates as a Trade Association, funded by local businesses that operate in the Brazos Valley Wedding and Event Industry.

Article II - OFFICES

The registered office and registered agent of the Association shall be as set forth in the Association's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State. The principal office of the Association shall be at 103 S Bryan Ave., Bryan, TX 77803, provided that the Board of Directors shall have the power to change the location of the principal office. The Association may also have other offices at such places, within or without the State of Texas, as the Board of Directors may designate, or as the business of the Association may require or deem desirable.

Article III - OBJECTIVES

The objectives of this Association are:

- A. To promote the interests of the local wedding and event planning industry;
- B. To advance and maintain high standards of proficiency, integrity and character of the local wedding and event planning merchants and services;
- C. To encourage professional cooperation, good fellowship and mutual understanding among its members;
- D. To advance the individual capabilities of its members through its program of continued education and professional development;
- E. To benefit approved non-profit charitable organizations and/or programs as chosen by The Wedding Association of the Brazos Valley's Board of Directors;
- F. To encourage qualified persons to become members of The Wedding Association of the Brazos Valley.

Article IV - ETHICS

The Wedding Association of the Brazos Valley and its members acknowledge the need to preserve and encourage fair and professional business practices. The Board of Directors shall adopt and maintain an Ethics Policy of the Association, to include provisions for addressing ethics issues, should any arise.

Article V – MEMBERSHIP

A. The Association will have one class of members. To be eligible for membership in the Association, and to remain a Member in Good Standing, a merchant must:

1. Provide a product or service of interest to persons planning a wedding, recently married or planning a party/event;
2. Operate an eligible business, not under construction, within Brazos, Burleson, Grimes, Leon, Madison, Milam, Robertson, Walker, and Washington Counties, or such counties as shall be modified by amendment to these bylaws. A business may be located within a private residence.
3. According to Article III A, one of the objectives of the Association is to promote the interests of the local wedding and event planning industry." A vendor based in another county (e.g., Travis or Montgomery) shall not qualify for membership solely by placing a staff member within WABV jurisdiction. The allowance of home offices by members shall not be used to circumvent the "local aspect of membership.
4. Possess the legal right to use the member's business or trade name.
5. Hold a valid and unrevoked Sales and Use Tax Permit as issued by the Comptroller of the State of Texas, if required by law;
6. Hold valid and unrevoked licenses of profession and/or permits as required by Texas law or other local jurisdictions within WABV geographic boundaries.
7. Agree to, and abide by, the Association's Ethics Policy and Privacy Policy.
8. Maintain on file with the Association a valid e-mail address;
9. Remit all dues and fees owed the Association in a timely manner.
10. Make an application in writing and appear in person at a regular meeting of the Board of Directors of the Association.
11. Be accepted for membership by action of the Board of Directors.

B. The Board of Directors shall adopt and maintain written policy for the application process of new members and renewals.

C. Members will be placed in one or more membership categories by the Board of Directors. Categories of membership will be designated by the Board of Directors from time to time.

D. The Board of Directors may set limits, by percentage of total Association membership, to the number of members permitted in any one category of membership, provided the limit is applicable to all categories.

E. Membership is nontransferable or assignable. All sales, divisions or other transfers of ownership of a member business shall require a new application for membership subject to all terms and conditions of a new membership.

F. Membership dues paid are non-refundable. In the initial year of membership, there shall be a provision for the proration of dues, which shall be equal to 1/12 (one twelfth) of the dues for each month remaining in the first WABV membership year. There shall be no proration of dues for subsequent membership dues.

G. Acceptance to membership of the Association shall not constitute a contract of membership beyond the current fiscal year of the Association. Any membership may be non-renewed by action of the board of Directors.

H. Any organization consisting of, representing, promoting or advertising a group of businesses or merchants shall not be eligible for membership.

I. Any business or corporation engaging in the sales of broadcast, print, or internet advertising, to businesses or merchants, shall not be eligible for membership. J. No membership certificates of the Association shall be required.

Article VI - TERMINATION OF MEMBERSHIP

- A. Resignation of a member may be offered in writing at any time and shall be effective on the date of acceptance by the Board of Directors. Resignation will not relieve the resigning member of the obligation to pay any dues, assessments, or other charges accrued and unpaid at the time of resignation.
- B. No member shall be considered to have resigned while in good standing if, at the time of resignation, was in debt to the Association for dues or other obligations.
- C. A member submitting resignation within 30 days after the beginning of the fiscal year may resign in good standing without paying dues for the fiscal year of his resignation, provided obligations other than dues have been paid in full.
- D. On written request signed by a former member and filed with the Secretary, the Board of Directors may reinstate the former member to membership on such terms as the Board of Directors deems appropriate.
- E. Membership shall automatically lapse for failure to renew and pay dues by September 1 of each year unless an alternative date is set by the Board of Directors. There is no requirement for notice of membership lapse for failure to pay dues.
- F. Membership may not be renewed for any member with an outstanding balance owed to the Association.
- G. The Board of Directors may remove any member who is found to be in violation of the Association's ethics policy or privacy policy.
- H. On termination of membership, any right, title, or interest of the members in or to the property and assets of the Association, including intellectual property, including trademarks, and all use of same, will cease.

Article VII - OFFICERS

- A. The President serves as the principal executive officer and legal agent of the Association. The President plans and conducts the Annual January Membership Meeting, and the Annual Board Retreat. The President presides at all meetings of the Board of Directors, and shall vote only in the event of a tie. The President coordinates all activities of the Association, the Board of Directors and committees. The President serves as an ex-officio member of all committees with the exception of the Nominating Committee. The President will offer nomination to fill any vacancies of unexpired terms of officers or directors, to be ratified by a simple majority vote of the Board of Directors.
- B. The First Vice President/President elect assists the President, and in the absence of the President, serves in his/her/their stead. At the end of the term of the President, the First Vice President will assume the office of the President. The First Vice President plans and presides at the Annual Board Inauguration / Board Meet and Greet (each April) and the Annual Fall Banquet (each October). The First Vice President chairs the Events and Show Committee, and the Elections Committee and serves on the Marketing and Website Committee.
- C. The Second Vice President/Vice President of Membership serves as the custodian of membership records. The duties of this office include membership relations, communications

and recruitment of new members. The Second Vice President chairs the Membership Committee and serves on the Educations and Programs Committee.

D. The Third Vice President/Vice President of Marketing and Website is responsible for all matters relating to the advertisement and marketing of the Association, its events and website, to the general public. The Third Vice President chairs the Marketing and Website Committee and serves on the Events and Shows Committee.

E. The Fourth Vice President / Vice President of Programs and Education, is responsible for planning and executing two annual educational events (e.g., workshops, panel discussions, presentations, etc.) and two annual social events (e.g., Happy Hours, Mixers, etc.). The Fourth Vice President chairs the Programs and Education Committee and serves on the Membership Committee.

F. The Secretary serves as the custodian of Association records. The Secretary records the minutes of the Board and Association meetings, prepares reports and assists with any other meetings deemed necessary. The Secretary is responsible for general correspondence, the reading of correspondence at meetings and the issuance of notices of meetings as so directed by the President. The Secretary serves on the Bylaws committee.

G. The Treasurer is responsible for accounting for the funds of the Association, and for the collection and disbursement of funds through the Board's designated staff. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association: receive and give receipts for money due and payable to the Association from any source whatsoever: deposit all such monies in the name of the Association in such banks, trust companies, or other depositories selected by the Board of Directors. The Treasurer acts as liaison to any accounting or tax preparation services as contracted by action of the Board of Directors. The Treasurer shall present a written financial report for review at each regular meeting of the Board of Directors. The Treasurer serves as chair of the Finance Committee and is responsible for development and presentation of the annual budget.

H. The Past President is an advisory and voting position on the Board. The Past President serves as chair of the By-Laws Committee If the Past President elects not to serve, or serves on the new board in another position, this office remains open, does not count in determination of a quorum, and the President must then appoint a chair of the By-Laws committee.

I. Directors (Board Members place A, B, C and D) must serve on the following assigned essential committee. Director A will serve on the Events and Show Committee, Director B will serve on the Elections Committee, Director C will serve on the Marketing and Website Committee and Director D will serve on the Programs and Education Committee.

Article VIII – BOARD OF DIRECTORS

A. The affairs of the Association will be managed by its Board of Directors. A Board of Directors of twelve members in good standing will administer the operations of the Association. All members of the Board of Directors: The President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Secretary, Treasurer, Past President, and four Directors, shall be elected as provided for in Article XI of the By-Laws.

B. The Board will exercise control over the Association's monies and properties; prepare and approve a budget; and carry out the purpose of the Association as expressed in its By-Laws and

resolutions. A complete record of the Board actions shall be recorded by the Secretary who will submit a condensed report at the annual membership meeting.

C. A majority of the Board of Directors, present in person or digitally when a Board meeting is held, will constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Board shall be an act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

D. The rules of procedure set forth in Robert's Rules of Order shall apply. The President may suspend the rules to facilitate questions, answers or further discussion at their discretion.

E. Board members shall make reasonable effort to attend all meetings of the Board of Directors. In the event a Board member is unable to attend, they shall notify the President in advance. If the President is unable to attend, they shall notify the First Vice President in advance.

F. Regular Board meetings shall be held monthly, with the exception of December, at a time and place designated by the Board of Directors. The meetings are open to the membership to observe, except when the Board votes to go into executive session.

G. Special meetings of the Board of Directors may be called by or at the request of the President or any two Board Members. The person or persons authorized to call special meetings of the Board of Directors may fix any place, as the place for holding any special meeting of the Board of Directors called by them.

H. Notice shall be given, via email, to each Board member at least five working days prior to each regular meeting. Notice of special meetings, as called by the person or persons authorized, shall be given in writing, via e-mail, three working days in advance of meeting. The agenda for a meeting of the Board of Directors shall be published by the Secretary, for review by all Board members at least three working days prior to the scheduled date of the meeting.

I. Any member in good standing may serve, by election or appointment, as a Board Member.

J. The President, First Vice President and Past President shall serve terms of one year.

K. The Second Vice President, Third Vice President, Fourth Vice President, Secretary, Treasurer and the Directors shall serve a term of two years and will not be limited in the numbers of terms they may serve but may not serve more than two (2) consecutive terms. An exception may be granted by the Board of Directors.

L. All Officers and Directors, with the exception of the President, have full voting rights on the general Board of Directors. The President shall vote only in event of a tie.

M. Resignation from any office may be accomplished through a letter of resignation directed to the President. Absence from three (3) regular board meetings, without acceptable cause*, shall be considered as resignation. (* see the Board Service Policy)

N. Directors and Officers of the Association serve at the pleasure and will of the membership. Any Director or Officer may be removed from office by two-thirds (2/3) majority vote of the membership present at any Business Meeting of the Association, provided a petition to call for the vote, signed by at least ten percent (10%) of the total members in good standing, is presented to the President and notice is given to the membership, via e-mail, no later than fourteen (14) days prior to the meeting date.

Article IX – COMMITTEES

A. GENERAL PROVISIONS

1. There shall be such Essential Standing Committees as listed in the By-Laws as well as Standing Committees and Special Committees as the Board of Directors may designate. All Board Members shall serve on at least one Essential Standing Committee.

a. Essential Standing Committees are standing committees deemed important enough to be made permanent by placing them in the By Laws of the Association.

b. Standing committees are committees created and so designated by the Board of Directors, and deemed important enough to exist for at least one fiscal year. These committees are formed for one specific purpose, and will stand until dissolved by a simple majority vote of the Board of Directors.

c. Special committees are created and so designated by vote of the Board of Directors to exist for the short term, lasting no more than 12 months from creation. These committees are created to accomplish a specific task and may be dissolved by a simple majority vote of the Board of Directors, but will automatically dissolve at the end of the fiscal year unless renewed by action of the Board of Directors.

2. In addition to the Essential Standing Committees listed in the By-Laws, the creation and dissolution of all committees shall be the responsibility of the Board of Directors.

3. Any committee deemed of great enough significance may be added as an Essential Standing committee by amendment to the By-Laws.

4. Committee Chairs shall be appointed by the President of the Board and ratified by action of the Board of Directors, unless otherwise specified in the By-Laws.

5. Committee Membership shall be the responsibility of the chair of the said committee unless otherwise stated in the By-Laws.

B. ESSENTIAL STANDING COMMITTEES

1. Essential Standing Committees shall consist of By-Laws Committee, Education and Programs Committee, Elections Committee, Events and Shows Committee, Finance Committee, Marketing and Website Committee and Membership Committee.

a. The By-Laws Committee shall be chaired by the Past President, or when necessary, by an appointment of the President with ratification by action of the Board of Directors. The duties of this committee are to review and maintain the By-Laws of this Association and make suggested amendments to present to, and be voted on, by the general membership.

b. The Education and Programs Committee shall be chaired by the Fourth Vice President and is responsible for delivering quality educational programming that contributes to our member's professional success and personal development, as well as planning and executing social events that provide networking opportunities, strengthen camaraderie and enhance member engagement. The Acting President, Second Vice President and Director Place D will all serve on the Education and Programs Committee.

c. The Elections Committee is chaired by the First Vice President. The Elections Committee shall be responsible for the nomination of a ballot of officers and the conduct of elections, as provided for in the By-Laws. Members of the Association, in good standing, may request to serve on the Elections Committee as observers. Members of the Elections Committee may not serve for two succeeding terms. The Acting President, Director Place B and the Secretary will all serve on the Elections Committee.

d. The Events and Shows Committee is chaired by the First Vice President and is responsible for overseeing the annual wedding shows as well as other public events sponsored by this

Association. The Acting President, Third Vice President and Director Place A will all serve on the Events and Shows Committee.

e. The Finance Committee is chaired by the Treasurer. The Finance Committee is responsible for monitoring the association's financial affairs, which include carefully reviewing, on the Board's behalf, monthly bank statements, monthly treasurer's reports, and budget updates. This Committee shall help ensure the Association's fiscal health and shall identify and recommend revenue generating and expense reducing ideas and alternatives. The committee will work with the Treasurer to develop the budget, review the tax return, and review staff compensation, benefits, and duties, yearly. The Acting President, First Vice President and the Business Manager will all serve on the Finance Committee.

f. The Marketing and Website Committee shall be chaired by the Third Vice President and is responsible for all general advertising and marketing of this Association to the general public, to include any public events sponsored by the Association. Further, this committee is responsible for managing the Association's website, and for establishing and maintaining the Associations social media presence on all media platforms. The Acting President, First Vice President and Director Place C will all serve on the Marketing and Website Committee.

g. The Membership Committee is chaired by the Second Vice President and is responsible for membership relations as well as recruiting new membership. The Acting President and Fourth Vice President serve on the Membership Committee.

2. Essential Standing Committees are created or dissolved only by amendment to the By-Laws.

Article X - MEETINGS OF THE ASSOCIATION

A. There shall be an annual Meeting of the Association membership, on the last Tuesday of January of each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors is not held on the day designated in these bylaws for any annual meeting, or at any adjournment of the meeting, the Board of Directors must cause the election to be held at a special meeting of the members as soon thereafter as is convenient, but in no case more than 30 days hence.

B. There shall be a regular annual Banquet of the Association membership, in the Fall of each year.

C. Additional Membership Meetings shall be held as designated by the Board of Directors to provide educational opportunities or conduct Association business.

D. Meetings of the Association membership shall be held at a time and place designated by the Board of Directors.

E. Notice of Business Meetings of the Association shall be provided to the membership, via e-mail, no later than 14 days or not more than 60 days prior to the meeting date.

F. The members present, holding 10% of the votes that may be cast at any meeting, will constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting to another specified time without further notice.

Article XI-NOMINATIONS AND ELECTIONS

A. Nominations for election to the Board of Directors, preparation of ballots and the conduct of elections is the duty of the Elections Committee. The Elections Committee Chair shall notify the membership, via email, and accept all nominations of eligible members in good standing, via

email, during the open nomination period, beginning no later than sixty (60) days and ending no earlier than thirty (30) days prior to the date of the election.

B. The one-year term of President and First Vice President shall expire on the date of the Spring Banquet, in April, of each year. The outgoing President shall assume the office of Past President and the outgoing First Vice President shall assume the office of President on that date.

C. The two-year terms of Second Vice President, Fourth Vice President, Secretary, Director Place A and Director Place B shall expire in April of even numbered years.

D. The two-year terms of Third Vice President, Treasurer, Director Place C and Director Place D shall expire in April of odd numbered years.

E. Director places shall be designated as "A", "B", "C" and "D". Nominations for Director shall be placed in one pool. The two nominees receiving the highest number of votes from the pool of Director nominees shall be elected Directors. The President shall assign the associated letter designations to new Directors.

F. There is no requirement to resign from one position on the Board to accept nomination for another position. No person may hold more than one position.

G. The Elections Committee, following the close of the open nominations period, shall make nominations for any positions which no one is nominated. Members shall be notified of the slate of candidates no later than fourteen (14) days prior to the election.

H. Election of Directors and Officers shall take place at the Annual Business Meeting of the Association general membership. The election of officers shall be accomplished by a simple majority vote of the general membership from those duly nominated. Newly elected Directors and Officers shall assume office on the date of the Spring Banquet, in April. Any vacant office not filled at this time shall be filled

through appointment by the President and ratified by simple majority vote of the Board of Directors.

I. Any vacancy occurring in the Board of Directors will be filled by appointment by the President and ratified by simple majority vote of the Board of Directors. An Officer or Director appointed to fill a vacancy will be appointed for the unexpired term of his or her predecessor in office.

Article XII - DUES AND ASSESSMENTS

Annual dues, and other fees and assessments, for members shall be determined by the Board of Directors and shall be payable in advance. Exceptions may be made at the discretion of the Board of Directors.

Article XIII - FISCAL YEAR

The fiscal year of this Association shall be September 1 to August 31.

Article XIV - AMENDMENTS

A. The By-laws of this Association may be amended by a two-thirds affirmative vote of all members present in any general membership meeting of the Association. Any amendment or repeal of a bylaw, or additional or new bylaws enacted will be filed with the Texas Secretary of State as required by law.

B. The Board of Directors may adopt written Association Policy, consistent with the By-Laws, as deemed necessary, to establish standard operating procedure for the Association.

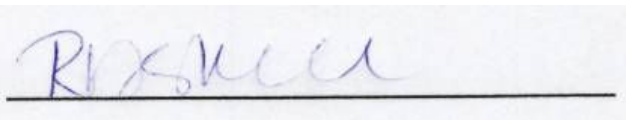
C. In the event of a lack of clarity, the Board of Directors shall interpret these By Laws.

Article XV - INDEMNIFICATION

A. The Association shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

B. The Association may purchase and maintain insurance or another agreement on behalf of any person who is or was a member, director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, partner, venture, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic Association, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Association would have the power to indemnify him or her against that liability. Without limiting the power of the Association to procure or maintain any kind of insurance or other arrangement, the Association may, for the benefit of persons indemnified by the Association, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Association or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the Association. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

Adopted by the Association on the 31st day of January, 2023.



Secretary