

Waxahachie Downtown Merchants Association By-Laws

Article I – Name

1:1 The name of this organization shall be the Waxahachie Downtown Merchants Association hereinafter known as WDMA or Association.

1:2 The Association shall observe all local, state and federal laws, which apply to a non-profit organization and is organized and operated exclusively for civic purposes as defined and with the meaning of the Internal Revenue Code section 501 (c) (6).

Article II – Purpose

2:1 The purpose of the WDMA shall be for members to work collaboratively towards the Association's mission statement as defined in Article 2: Section 2:2.

2:2 A membership organization of like-minded business owners and supporters who have a concentrated vision and work collaboratively to make Downtown Waxahachie a beautiful, safe, viable and profitable location for the community to shop, dine and attend sponsored events.

We encourage economic growth and success while supporting fellow members through peer referrals, shared ideas, and best practices resulting in community awareness and professional development to make our downtown a better place.

Article III – Membership

3:1 Membership is open to any business, individual, enterprise or property owner located within the city of Waxahachie that supports the purpose of the WDMA.

3:2 Each Member in paid good standing shall have the right to deliberate and address the Association during regular business meetings, participate in WDMA events, programming and advertising, as well as cast equal votes for matters at hand and the election of organization Officers.

3:3 Membership period and dues

A. The membership period shall be for one year after full payment of membership dues is received.

B. Membership dues shall be \$150.00 per business for one year payable to the Association via the organization's website, check, cash, or PayPal.

3:4 In the event that a WDMA member engages in behavior or actions that, in the sole discretion of the Executive Board, are in conflict with the purpose of the WDMA, the Executive Board, by three quarters affirmative vote, may suspend or expel a member. Reinstatement of a former member may be granted upon written request, signed by the former member, and filed with the secretary. The Executive Board may, by three quarters affirmative vote, reinstate such

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former member to active membership upon such terms as the Executive Board may deem appropriate.

Article IV – Officers

4:1 The voting Officers of WDMA shall be a President, a Vice President, a Secretary, a Treasurer, and a Member at Large.

4:2 The President shall appoint a nominating committee consisting of three members at the November general meeting. The slate of new Officers shall be presented and voted on at the January meeting and take office at the February meeting. Each Officer shall hold their position for two years or until his or her successor has been duly elected. The office of President and Treasurer shall be elected on odd years; the office of Vice-President, Secretary, and Member at Large shall be elected on even years.

4:3 Vacancies In office shall be appointed by Officers subject to approval of the Association at the next regular meeting. Any Officer who shall miss two consecutive meetings of the Board, or four within a twelve-month period without good and sufficient reason may, at the discretion of the Officers, be removed from office.

4:4 Duties of Officers

A. The Officers shall have the authority and responsibility to carry out the objectives of the WDMA, making such policy and business transactions that may occur between regular Association meetings and cannot be postponed until the next regularly scheduled meeting.

B. **President:** Shall be the principal Executive Officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He or she shall set the agenda for and preside at all meetings of the members and of the Executive Board. The President shall serve as an ex-officio member on all committees for the WDMA. He or she shall make appointments for the nominating committee, as well as chairman for each of the standing Association committees and add any working committees as deemed necessary by the Officers. He or she shall serve as an official signature for the Association financial account.

C. **Vice President:** In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also assume the responsibility of overseeing and coordinating all standing Association committees.

D. **Treasurer:** Shall keep and maintain, adequate and correct books and records of the account for the Association. The Treasurer shall be responsible for all monies due and payable to the Association, have charge and custody of, and be responsible for deposit of such monies in the name and to the credit of the Association with such depositories as may be designated by the Executive Board. The Treasurer shall disburse, or be

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responsible for the disbursement of, the funds of the Association as ordered by the Executive Board or a duly appointed and authorized committee of the Executive Board and serve as an official signature on the Association financial account. The Treasurer shall render to the Executive Board and general membership a statement of the financial condition of the Association at every regularly scheduled meeting. In consultation with the Executive Board, the Treasurer shall present an annual budget for the ensuing fiscal year (stated as January 1st– December 31st) to be presented to the membership for adoption. The Treasurer shall exercise such powers and perform such duties as are usually vested in the office of the Chief Financial Officer of an Association.

E. **Secretary:** Shall keep a record of the proceedings of the Executive Board and general membership meeting. The Secretary is responsible for maintaining the Association email account including entering and updating contacts in said account. He or she shall also maintain an accurate role of members of the Association. He or she shall serve all notices required by law or the By-laws of the Association and in case of his or her absence, refusal or inability to act, his or her duties may be performed by any person whom the Officers may direct.

Records are defined as: minutes of meetings, preparation of agendas, preparing ballots, preparing of correspondence and any other records to be assigned by the Executive Board.

F. **Member at Large:** Shall represent the interest of the Association membership at large, regardless of his or her own point of view, to the Executive Board. The Member at Large will assume duties that do not fall under the scope of the other Association Officers.

Article V – Executive Board

5:1 The Executive Board shall constitute the elected Officers of this Association.

5:2 Executive Board members shall not receive any stated salary for their services.

5:3 In the event of a vacancy on the Executive Board, the President shall appoint, with the approval of the Officers, a regular member in good standing of the WDMA to fill the unexpired term.

5:4 A vacancy in the Executive Board shall be deemed to exist in case of death, resignation, or ceasing to be a regular member of the WDMA.

5:5 Any Executive Board member who shall miss two consecutive meetings of the Board, or four within a twelve-month period without good and sufficient reason may, at the discretion of the Officers, be removed from office.

5:6 The Executive Board will work in conjunction with the following Ex-Officio members as it sees fit. These Ex-Officio members shall serve at the pleasure of the Board and shall not be entitled to a vote but shall serve in an advisory nature only.

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A. City of Waxahachie Downtown Representative(s): shall serve as liaisons between the city of Waxahachie and the WDMA and facilitate activities and events of the WDMA.

B. Convention and Visitors Bureau Director: shall keep the merchants informed of all activities to promote tourism in the city.

C. Chamber of Commerce President: shall serve as the liaison between the WDMA and the Chamber of Commerce.

Article VI – Committees

6:1 The President, with the approval of the Officers, may establish a working committee(s), as needed, to address a need or function of the Association. The President shall appoint, with the approval of the Officers, a member in good standing to serve as the Chairman of each standing committee.

6:2 The purpose of the Association's various committees is to create, plan and implement the programs and events of the WDMA. They shall report either verbally or in writing to the Vice President. No standing or special committee shall represent the Association in advocacy or opposition to any project without the specific confirmation from the Officers. No actions of Committees are final and binding unless such actions have specifically been previously approved by membership vote, or are subsequently approved by the Officers.

Article VII – Meetings and Quorum

7:1 The WDMA shall meet the first Wednesday of each month at 8:30 A.M. at the city Parks & Recreation building as designated in the agenda. Members shall be informed of any change in meeting place or cancellation of a meeting.

7:2 An Association member may choose not to attend meetings, although active participation and support is encouraged of all members.

7:3 Special meetings may be called by the President (or his/her designate) or upon the request of at least seven WDMA members, to conduct business or deal with urgent matters. Notice of the calls for any special meeting of the regular members of the Association shall be given by the Secretary, or such other Officer as the Executive Board may, from time to time, determine, to each regular member not less than five (5) days prior to the date of the holding of such meeting.

7:4 Executive Board meetings shall be held regularly at the discretion of the President. Any Board members can attend Executive Board meetings. Notice of the said meetings shall be given in advance of meeting time and place.

7:5 A quorum is necessary to vote on any matters coming before the Association. A quorum for the membership will be twenty (20) percent of the members in good standing and a quorum

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for the Officers will be a simple majority of the Officers. Proxies shall be included in determining a quorum.

Article VIII – Voting

8:1 Members in good standing are those eligible to vote whose membership has been paid prior to the start of any meeting and members may vote by electronic means or by proxy designating in writing the person to so vote for them at the time of the meeting; said proxies shall be in the hands of the Secretary at least forty-eight (48) hours prior to the meeting to have any force and effect.

8:2 The Officers shall be responsible for seeing that only those members in good standing are provided an opportunity to vote on each ballot taken. Voting is limited to one vote per qualifying business/member.

Article IX – Checks, Drafts, etc.

9:1 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by a determined number of Officer(s) based on the following guidelines:

- Sums in excess of \$500 require two authorized Officer signatures.

Article X – Ownership and Disposition of Assets

10:1 The Corporation may be dissolved only upon the majority vote of the Officers and the independently conducted majority vote of all members of good standing entitled to vote on amendment to Association instruments.

10:2 All assets, property and other things of value (hereafter "assets") shall be held in the name of the Association, and no member(s) of the Association shall have any title to any item of value. Upon dissolution of the Association as a non-profit organization, none of the assets shall go to any member of the Executive Board or membership. After paying or adequately providing for the Association's debts and obligations, all remaining assets will be distributed only to such organization or organizations exempt from taxes under the same Internal Revenue Code provision of §501(c), to be used by such organization or organizations to accomplish the specific corporate purposes stated herein.

Article XI – Liability of Members

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11:1 No member of this corporation, either regular or otherwise, shall be personally liable for any of the debts, liabilities and/or obligations of this corporation.

Article XII – Donations

12:1 This Association may accept gifts, legacies, donations and/or contributions and in any amount and any form, from time to time, upon such terms and conditions as may be decided from time to time by the Officers, subject only to the laws of the State of Texas regulating non-profit Associations and applicable provisions of the Internal Revenue Code.

Article XIII – Legislation and Campaign Prohibitions

13:1 No substantial part of the activities of this Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the Association shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any propaganda. No candidate endorsements are allowed. Positions on measures or propositions are to be limited to business issues that directly impact the Association.

Article XIV – Parliamentary Authority

14:1 The current edition of Robert's Rules Of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the By-laws of the Association. The President may appoint a parliamentarian if deemed necessary.

Article XV – Amendments

15:1 These By-Laws may be altered, amended or repealed and new By-laws may be adopted by a two-thirds vote of members present at any regular or special meeting, if at least seven (7) days written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

15:2 These By-Laws shall be reviewed by an appointed committee no less than once every five (5) years to ensure validity and congruency to the Association.

Approved and adopted on November 5, 2025