

Article XI — Electronic Voting and Remote Participation

11.1 Electronic Voting Authority

Unless otherwise restricted in the Certificate of Formation, the Chamber hereby authorizes electronic voting for all matters on which Members are entitled to vote. Such voting may be conducted via mail, facsimile transmission, electronic message, or any combination thereof, in accordance with Section 22.160(d) of the Texas Business Organizations Code.

11.2 Remote Meetings

Meetings of Members, the Board of Directors, or any designated committee may be held via remote electronic communications systems—such as videoconferencing or Internet platforms—
if:

- (a) Each participant consents to the meeting being held in that manner; and
- (b) The system enables all participants to communicate **concurrently** with one another (audio, video, or both), as required by Section 22.002 of the Texas Business Organizations Code.

11.3 Notice and Instructions for Electronic Voting

Notice of any meeting or vote (electronic or in-person) shall include:

- (a) Clear instructions for how to participate remotely;
- (b) Authentication requirements ensuring voter identity and ballot integrity;
- (c) Deadline for submission of electronic votes;
- (d) Technical support contact information and voting platform guidance.

11.4 Security, Confidentiality, and Integrity

The Chamber shall implement reasonable measures to:

- (a) Authenticate each voter prior to submitting a ballot;
- (b) Maintain the confidentiality of individual votes;
- (c) Protect the electronic voting system from unauthorized access or manipulation;
- (d) Preserve vote records in a secure form for at least **three (3) years** unless state law requires otherwise.

11.5 Quorum, Validity, and Recordkeeping

- (a) Votes cast electronically shall count toward quorum.
- (b) An electronic ballot is valid if submitted strictly in compliance with the notice instructions and received by the deadline.
- (c) The Secretary shall record electronic voting results in the meeting minutes and retain all electronic records in compliance with Section 8.4(c).

11.6 Tie Votes, Disputes, and Challenges

Any tie or dispute in an electronic vote shall be resolved according to the same procedures as in-person or paper ballots, as established in these Bylaws. Members may raise concerns regarding electronic voting procedures in writing within **five (5) business days** of the vote; the Board's decision on such challenges shall be final.

11.7 Limitations & Applicability

- (a) Matters requiring secret ballots shall only be conducted electronically if the voting system ensures verifiability **without compromising anonymity**.
- (b) State law or this Certificate of Formation may prohibit electronic voting on certain decisions; those limitations shall override this Article.

11.8 Amendments to Electronic Voting Provisions

These electronic voting and remote participation provisions may be amended by the Board, unless the Certificate of Formation or a prior member-approved bylaw states otherwise, in accordance with Section 22.107 of the Texas Business Organizations Code.

Article XII — Dissolution

12.1 Authorization of Dissolution

The Chamber may be dissolved upon the affirmative vote of at least two-thirds (2/3) of the Members entitled to vote, or as otherwise required by the Texas Business Organizations Code, after proper notice has been given in accordance with these Bylaws.

12.2 Compliance with Law

Dissolution shall be conducted in accordance with Chapter 22, Subchapter G of the Texas Business Organizations Code (Tex. Bus. Orgs. Code §§ 22.301–22.365).

12.3 Distribution of Assets

Upon the dissolution of the Chamber:

- (a) The Board of Directors shall, after paying or making provision for the payment of all liabilities of the Chamber, dispose of all assets of the Chamber exclusively for the purposes of the Chamber in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall then qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code.
- (b) Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the Chamber is then located, exclusively for such

purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes.

12.4 Notice of Dissolution

The Secretary shall ensure that appropriate notices and filings are made with the Texas Secretary of State and the Internal Revenue Service, including Articles of Dissolution, final tax filings, and any other documents required by law.

12.5 Prohibition on Private Inurement

No part of the assets of the Chamber shall be distributed to, or inure to the benefit of, any director, officer, or other private person, except that the Chamber shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Certificate of Formation and these Bylaws.