

**Greater Killeen Chamber of Commerce
Board of Directors Resolution**

*Approving Proposed Amendments to the Certificate of Formation and Authorizing Submission
to the Voting Membership*

Meeting Date	March 17, 2026	Location	Greater Killeen Chamber Of Commerce, 1 Santa Fe Plaza Dr, Killeen, TX 76541
Chair (the office referenced as "President" in the current Charter)	Todd Fox	Corporate Record	Michelle Flores

RESOLUTION

At a duly called meeting of the Board of Directors of the Greater Killeen Chamber of Commerce held on March 17, 2026 at which a quorum was present, the following resolution was presented and adopted:

WHEREAS, the Greater Killeen Chamber of Commerce is a Texas nonprofit corporation with voting members; and

WHEREAS, the Board of Directors has reviewed proposed amendments to the Chamber's Certificate of Formation for the purpose of modernizing the organization's governance structure, clarifying member voting authority, and aligning officer titles with the Chamber's current governance framework; and

WHEREAS, the Board of Directors must approve the proposed amendments to the Certificate of Formation and authorize their submission to the voting membership for consideration and vote at an electronic meeting conducted in accordance with applicable law and the Chamber's governing documents.

WHEREAS, the Board of Directors finds it to be in the best interest of the Chamber to submit the proposed amendments to the voting membership for consideration and vote;

NOW, THEREFORE, BE IT RESOLVED THAT:

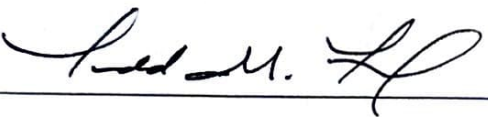
1. **Approval of Proposed Amendments.** The Board of Directors hereby approves the proposed amendments to the Certificate of Formation as presented to the Board.
2. **Authorization for Member Vote.** The Board of Directors hereby authorizes submission of the proposed amendments to the voting membership for consideration and vote through an electronic special meeting of the members and secure electronic voting process conducted in accordance with applicable law and the Chamber's governing documents.
3. **Authorization of Notice and Voting Materials.** The appropriate officers and staff of the Chamber are hereby authorized and directed to prepare, finalize, and distribute all notices, voting materials, supporting documentation, and related communications necessary to conduct the member vote.
4. **Authority to Administer Voting Process.** The appropriate officers and staff of the Chamber are further authorized to implement and administer the electronic voting process, including verification procedures,

5. Authority to File if Approved. If the proposed amendments are approved by the voting membership as required by law and the Chamber's governing documents, the appropriate officer of the Chamber is hereby authorized to execute and file the Certificate of Amendment and any related documents with the Texas Secretary of State.

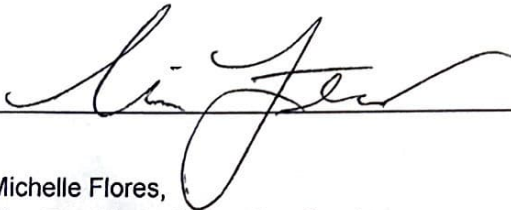
6. Further Authority. The officers and staff of the Chamber are hereby authorized to take such additional actions as may be necessary or appropriate to carry out the intent of this resolution and to complete the amendment process.

ADOPTED

This resolution was adopted by the Board of Directors of the Greater Killeen Chamber of Commerce on this 17th day of MARCH, 2026.



Todd Fox
Chair of the Board
(office referenced as "President" in the current Charter)



Michelle Flores,
Vice President of Chamber Services
Greater Killeen Chamber of Commerce
Acknowledged for the corporate record

Board Vote Record

Motion made by Louis LeDoux

Seconded by

Dr. Michelle J. Carter

Vote

in favor opposed
 abstaining

Quorum present

Yes No