

**Constitution and Bylaws of
The Port Isabel Chamber of Commerce**

**Revised July 2002–
Revised May/June 2006**

Article I

General

Section I. Provisions

The Provisions of the Articles of Incorporation of the Port Isabel Chamber of Commerce are hereby made a part of these Bylaws.

Section II. Name of Organization

The name of this organization shall be “The Port Isabel Chamber of Commerce”, and it shall maintain an office in Port Isabel, Cameron County, Texas.

Section III. Purpose

The purpose of this organization shall be as set forth in the Chapter to promote the civic, commercial, industrial, educational, maritime, tourism and other interests of the Port Isabel area; and to correlate the efforts of the citizens of the Laguna Madre area and of the members of the organization.

The organization shall engage in research and study to stimulate tourism and economic well-being through publicity and promotion of the area.

Section IV. Limitation of Organization

The Port Isabel Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501C of the Internal Revenue Code.

Article II

Membership

Section I. Membership Eligibility

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section II. Obtaining Membership

Application for membership shall be in writing on forms provided for that purpose, and signed by the applicant. An applicant shall become a member upon payment of the regularly scheduled investment.

Article II (Cont.)

Membership

Section III. Types of Memberships

A. Regular (voting) persons of business firms, organizations, businesses and professional men and women wanting to have a voting membership.

B. Associate (non-voting) persons who are not proprietors or managers of a business establishment but have an interest in the area and the Chamber can chair and serve on committees and vote on committee issues only.

Section IV. Membership Investment

Membership investment shall be at such a rate or rates, schedule or formula as may be prescribed and approved by voting members in attendance. Any changes must be approved by a two-thirds (2/3) vote of the voting membership at the monthly general meeting.

Section V. Membership Payments

Payment of fees must be made in advance annually and upon receipt of invoice. If after 90 days from due date payment is not received by Port Isabel Chamber of Commerce said Chamber Membership shall be terminated.

Section VI. Membership Prospects

Membership Prospects Committee shall meet once per year for the purpose of preparing a list of prospective members, review existing members and recruit new members. The Membership Committee shall be appointed by Board Chairperson.

Section VII. Membership Termination

A. Any member may resign from the Chamber upon written notice to the Chamber.

B. Any member may be expelled by a two-thirds (2/3) vote of the voting members at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section VIII. Special Guidelines/Dues Payments

There shall be no refund of membership dues.

Article III

Officers and Executive Committee

Section I. Chamber Officers

The Officers of this organization shall be a Chairperson, Chairperson Elect (who shall serve as Chairperson in the absence of the Chairperson), and Secretary-Treasurer. There non-voting officers may be appointed by the Chairperson and approved by a majority vote of the voting members. Said non-voting officers may include the President, who shall have the authority to appoint, with the approval of a majority of members, such other non-voting officers as may be necessary and proper. Such other non-voting officers may include such officers as Parliamentarian, General Council, Historian, Sergeant-at-Arms, etc.

Section II. Officer Requirements

Each elected officer must be a voting member of the Port Isabel Chamber of Commerce. All officers, except the President, shall serve without compensation. Officer's serve only to conduct meetings, with actions requiring a majority vote by members present at each meeting.

Section III. Chairman's Chairperson's Duties

The duties of the Chairperson shall be as follows: The Chairperson shall be the Chief Executive Officer of this organization and shall preside over all meetings of the membership. He/She shall be an ex-officio member of the standing and special committees. He/She shall perform such other duties as usually pertain to the Office of the Chairperson and shall serve a one year term.

Section IV. Vice-Chairperson's and Chairperson Elect's Duties

The duties of the Chairperson Elect shall be as follows: The Chairperson Elect shall perform all duties as may be assigned to him/her by the Chairperson and shall assume the duties of the Chairperson in his absence. In the case of resignation or death of the Chairperson, the Chairperson Elect automatically becomes Chairperson of the Chamber for the unexpired term and after thirty (30) days notice; an election shall be conducted to fill the unexpired term of the Chairperson Elect. The Chairperson Elect will serve a one-year term as Chairperson following his/her one-year term as Chairperson Elect.

Section V. President's Duties

The President shall be a salaried employee of the Chamber. He/She shall execute and implement the program and activities of the organization within established job description and policy guidelines to be established. He/She shall take office immediately after appointment and may be removed by the Board of Directors. Job Description.....See Appendixes A.

Article III (Cont.)

Officers and Executive Committee

Section VI. Secretary-Treasurer's Duties

The Secretary-Treasurer shall keep accurate minutes, attendance and other records of the organization and give notice of all meetings. All records of the Secretary-Treasurer become the property of the organization. The minutes or a condensation thereof, of all meetings shall be provided at each successive meeting of the members.

The Secretary-Treasurer shall have charge of the funds of the Port Isabel Chamber of Commerce. He/She shall be furnished copies of all deposits to the official depositories. All checks must be co-signed by the Secretary-Treasurer and one other officer of the organization. The Secretary-Treasurer shall make a report of the finances of the organization at the regular monthly meetings and a written financial statement shall be presented at the regular monthly membership meeting. The books shall, during normal office hours, be open to inspection by members.

Any and all duties of the Secretary-Treasurer may be delegated to the President following board approval.

Article IV.

Board of Directors

Section I. Board Size

The Board of Directors shall consist of the four (4) elected officers and three (3) at-large directors. The immediate Past Chairperson shall serve as a director for one (1) year following the completion of his/her term and shall be a voting member of the board. No person shall hold more than one (1) directorship. The Board will elect new officers from Board members.

Section II. Board Qualifications

Each member of the Board of Directors must be a voting member of the Port Isabel Chamber of Commerce or a member representative.

Section III. Tenure of Office

All Directors shall begin their official duties at the first meeting or Annual Membership Meeting (whichever shall occur first) in January. Directors shall hold office for a period of two (2) years, or until their successors shall be duly elected and qualified. The initial Directors, under this set of Bylaws shall be those individuals who are currently serving, whose names are appended to these Bylaws as Exhibit I.

Article IV. (Cont.)

Board of Directors

Section IV. Eligibility

After a Director has served two (2) years, he/she shall be eligible to serve another two year (2) term if nominated and re-elected not to exceed three (3) consecutive terms. Filling an unexpired term will not count toward three (3) terms.

Section V. Policies and Activities

The officers shall aid in determining the policies and activities of the organization, call for the election of officers, approve the budget, approve all bills, and have general management of the organization subject only to those restrictions placed upon them by the entire membership.

Section VI. Board Attendance

If a Director, unless excused by the board, fails to attend three (3) consecutive regular meetings or misses a total of more than 40 percent of all regular scheduled meetings of the organization during any twelve (12) month period, he/she automatically vacates his/her office and at the next regular meeting, a new Director shall be appointed by the Chairperson, with membership approval, to fill the vacancy until the next election of Directors. Under special circumstances by written request of the absentee, this provision may be waived by two-thirds (2/3) vote of the members present and voting. A Director shall be notified by letter after missing two (2) consecutive meetings. The Chairperson shall notify the members when an Officer has been absent from three (3) consecutive meetings.

Section VII. Ex-Officio Members

The Mayor of Port Isabel shall be an Ex-Officio member of the Chamber during his term of Office. He/She will be a non-voting member of the Board. The City Manager, EDC Administrator or representatives shall be an Ex-Officio member of the Chamber.

Article V.

Committees

Section I. Committee Appointments

The Chairperson shall appoint all committee chairs. The Chairperson also shall have the prerogative of appointing to committees or delegating this responsibility to the committee chairs. All committee chair appointments will be made by the Chairperson or by a vote of the said committee.

Article V. (Cont.)

Committees

Section II. Duties

Committees shall be the working units of the Chamber, through which the organization shall implement and accomplish its program of work. Each committee shall maintain reasonable records of its meetings and project activities and report those directly to the Chamber offices. All financial transactions will originate from the Chamber offices and follow established fiscal policies of the said Chamber.

Section III. Ex-Officio Committee Members

The Chairperson shall be an ex-officio member of all committees. The Chairperson may also appoint the Chairperson Elect to be an ex-officio member of any committee.

Section IV. Committee Functions

It shall be the function of committees to research and make recommendations to the committee members. No committee shall represent the Chamber in advocacy of, or in opposition to, any project or issue without the specific authorization of the committee members and the Board of Directors.

Article VI.

Meetings

Section I. Regular Meetings

The membership shall meet regularly every first Friday of each month at a predetermined time and place. Exception: should a recognized holiday be the first Friday of the month, the regular meeting will be on the second Friday of the month. The meeting date can be changed by a majority vote of the Directors. No regular meeting shall be held without at least one Director present.

Section II. Member Participation

All members of the Chamber are privileged to attend all meetings, except Executive Sessions, and shall have the right of expressing their opinions upon all matters under discussion.

Article VII.

Nomination and Election of Officers and Directors

Section I. Directors' Election

The Annual Election of Directors shall be during the month of December.

Article VII. (Cont.)

Nomination and Election of Officers and Directors

Section II. Nomination and Election – Officers and Directors

At the October membership meeting, The Chairperson shall appoint, subject to approval by the members, a Nominating Committee consisting of one (1) officer and two (2) persons from the general membership who shall, prior to the November meeting, prepare and submit for approval at the November meeting, a list of nominees containing one-third (1/3) more nominees than the number of existing vacancies to be filled. After the membership accepts the report of the Nominating committee, a ballot with the slate of candidates will be mailed to each voting member with an enclosed return envelope which must be used to eliminate duplicate votes. Any vote not received in designated envelope shall be considered void. The voting members will have ten (10) days in which to return or mail their ballots to the Chamber Office. The election of new board members shall be at the December meeting using ballots mailed or hand carried to the Chamber office from the general voting membership. Additional ballots will not be provided at the election meeting. The Election Committee shall open and review ballots informing the Chairperson of the election results. In case of a tie breaker situation there will be a coin toss to break the tie.

Section III.

Nothing herein shall bar nominations for the position of Director by any *voting* members of the Chamber of Commerce from the floor of the meeting including officers at the time the report of the Nominating Committee is made.

Section IV. Representation Restrictions

There shall be no more than one representative from any one business or professional firm serving as a *Director's* position.

Section V. Vacancy Replacement/Election

Vacancy in any Chamber office shall be filled by the Chairperson until the next election, by approval of a majority of the voting members at the next regular membership meeting. An appointee may be a candidate for election to the office which he temporarily filled until the next election of Officers. Any Director elected to a paid Chamber office shall immediately vacate his Director's position.

Section VI. Unexpired Term Restriction

An Officer who completes an unexpired term is qualified at the end of the term of office he occupies to be elected by the general members to fill any existing *vacated*, unexpired term.

Article VII. (Cont.)

Nomination and Election of Officers and Directors

Section VII. Indemnification

The Chamber *shall* provide for indemnification of the Chamber of any and all of its Officers, Directors, or former Officers and Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceedings, whether litigated or settled, in which they or any of them are made parties; or a party, by reason of having been an Officer or Director of the Chamber.

Exception: In relation to matters in which such Officer or Director shall be adjudged to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section VIII. Balloting

Balloting upon motions and resolutions at the meeting shall be by “ayes” and “nays” unless otherwise demanded. Any member or Officer may demand a secret ballot which must be granted.

1. Each duly accredited *voting* member shall have one vote.
2. No credence shall be given proxies.

Article VIII.

Budget and Finance Committee

Section I. Fiscal Year

The Fiscal Year of the organization shall begin on the first day of January each year.

Section II. Budget and Finance Committee

No later than the January meeting of the general membership, a budget of the estimated income and expenditures of the year shall be submitted by the Budget and Finance Committee for review and adoption by the general membership. The President shall oversee the financial operation of the Chamber of Commerce and at the first monthly meeting of the members, shall report on the finances of the organization and variations, of any, from the budget.

Article VIII. (Cont.)

Budget and Finance Committee

Section III. Audit

The accounts of the organization shall be audited by a Certified Public Accountant annually as of the close of business on December 31 and approved by a majority vote of the members.

Section IV. Official Depositors

The Board of Directors, by majority vote, shall determine at the beginning of every other fiscal year the official depository.

Article IX.

Parliamentary Authority

Section I. Roberts Rules of Order

The current edition of Robert Rules of Order shall be the final source of authority in all questions of Parliamentary Procedures and/or definitions see: <http://www.rulesonline.com>

Article X.

Dissolution

Section I. Dissolution

The Chamber will use its funds only to accomplish the objectives and purposes specified in these Bylaws. *The Chamber can be dissolved with a written 2/3 vote of the general voting membership.* No part of said funds shall insure or be distributed to the members of the Chamber. Any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the officers as defined in IRS Section 501C(3).

Article XI.

Amendments

Section I. Amendments

A Bylaws Revision Committee consisting of two (2) board members and five (5) voting members shall meet annually for the purpose of reviewing and proposing changes if necessary. If changes to the bylaws are approved by a majority of the Board of Directors then a ballot noting the changes will be mailed to each voting member with an enclosed return envelope which must be used to eliminate duplicate votes. Any vote not received in the designated envelope shall be considered void. Voting members will have ten (10) days to return their ballot to the Chamber Office. The announcement on whether the bylaws revisions have been favorably accepted will be made at the next regular monthly membership meeting.

Article XII.

Executive Sessions

Section I. Executive Committee

The Executive Committee and Board of Directors meeting in executive session shall maintain minutes of all its meetings. During such times only Directors and the President may be present with exception of invited guests by said Committee, unless discussion is being taken on the position of the President during which session only Directors may be present. The vote of the Board of Directors will announce publicly how they voted at the next regular membership meeting.

Section II. Emergency Meeting

Any emergency meeting of the Board of Directors shall be documented and reported at the next regular membership meeting.

Article XIII.

Fidelity Bonds/Board of Directors Liability Insurance

Section I. Officers

All elected Officers of the Chamber shall be covered by a fidelity bond in favor of the Chamber in the minimum amount of \$50,000.00 or such greater amount as may be set by the majority of the general members. All elected Officers of the Chamber shall be covered by a Board of Directors Liability Insurance in an amount approved by the Board of Directors. The premium shall be paid by the Chamber.

Section II. Board of Directors, Committee Chairs and President

The Board of Directors, committee Chairs and President shall be covered by the same bond as all elected officers.

The Executive committee shall have the authority to designate certain members of the Board of Directors, including but not limited to those members of the Board who serve on the Finance Committee, and these members of the Board who handle funds of the Chamber as individuals who should be covered by the herein above described fidelity bond.

Appendix A – Job description attached