

BYLAWS OF
THE LAREDO CHAMBER OF COMMERCE

ARTICLE I: NAME

The organization is incorporated as a nonprofit corporation under the laws of Texas. It shall be known as the Laredo Chamber of Commerce, hereinafter referred to as Chamber, with its principal location in Laredo, Texas.

ARTICLE II: MISSION & AUTHORITY

Section 1: Mission

The mission of the Chamber is to develop, encourage, promote and protect the business, tourism, industry and educational interests of the Laredo metropolitan area.

Section 2: Powers

The Chamber shall have all powers in Article 4.03 of “Texas Non-profit Corporation Act” or as may be amended.

Section 3: Limitations

Notwithstanding any provision of these by-laws, the Chamber shall observe all local, state, and federal laws that apply to a non-profit organization as defined in section 501c6 of the Internal Revenue Code.

ARTICLE III: MEMBERSHIP

Section 1: Eligibility

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

Section 2: Investments

Membership investment shall be at such rates or rates, schedule, or formula as may be prescribed by the Board from time to time and must be paid annually, semiannually, or quarterly in advance

Section 3: Application

Applications shall be in writing, on forms provided for that purpose, or through the website and signed by applicant. Membership shall be effective upon payment of the investment as provided in Article III, Section 2.

Section 4: Termination

A. Resignation. Any member may resign upon written request to the Board; however, such resignation shall not relieve a member of any indebtedness to the Chamber.

B. Delinquency. If any member fails to pay their membership investments within ninety days of maturity, their membership may be forfeited as per Article III, Section 4, D.

C. Good Standing. Upon sixty days of delinquency, a member is no longer considered in good standing and forfeits all rights to the chamber until their membership investment is resolved.

D. Removal. Any member may have their membership terminated by 2/3 vote of the Board for violations of these bylaws and/or the written policies of the Chamber. Any prepaid dues shall not be refunded for membership terminated in this manner.

Section 5: Meetings

A. Annual. The annual meeting of the Chamber shall be held at a time and place that shall be fixed by the Board. Notice of the annual meeting shall be transmitted at least ten days before the meeting.

B. Membership. Meetings may be called by the Chairman of the Board, majority vote of the Board, or upon a petition in writing signed by authorized representatives of ten percent of the members in good standing. Notice of special meetings shall be transmitted to each member at least five days prior to such meeting.

C. Voting. In any proceeding which voting is called for, each member shall be entitled to one vote. No proxies shall be permitted. A majority shall carry unless otherwise prescribed by these bylaws or state law.

D. Quorum. A quorum of membership shall be defined as ten percent of the members in good standing.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Responsibility

The governance and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, hereinafter referred to as Board. The Board shall have all powers necessary or allowed by state law or these bylaws to carry out its functions.

Section 2: Composition

The Board shall consist of thirty-two (32) members. Twenty-four (24) members shall be elected as outlined in Article IV, Section 3 & 4. Eight (8) members shall be appointed as outlined in Article IV, Section 5. To serve on the Board, an individual must be a member in good standing with the Chamber. Each member shall have no more than one representative on the Board.

Section 3: Nomination

A. Committee. The Executive Committee shall appoint a Nominating Committee consisting of five members of the current Board or past Chairmen of the Board. The Chairman-Elect shall Chair, and the committee shall be tasked with nominating individuals and preparing the slate for the Board, officers and Executive Committee.

B. Membership. Candidates for Director may be nominated by petition of authorized signers representing ten percent of the members. The membership shall be given notice that nominations will be accepted.

C. Directors. Candidates for Director may be nominated by current members of the Board, who may submit no more than one name each to the Nominating Committee for consideration.

D. Slate. The Nomination Committee shall meet no later than the July Board meeting, and at this meeting shall prepare a slate of candidates equal to the number of open-elected positions on the Board. Individuals nominated via membership and the Board may be included.

E. Diversity. Whenever possible, it is preferable to have a group of board members to represent both the size and scope of chamber members, as well as the demographic makeup of the Laredo community.

Section 4: Election

No later than the September meeting, the Board shall vote to accept the slate of the nominating committee. Through this action, the Board members shall be elected.

Section 5: Appointments

The Chairman, with the approval of the Board, may appoint up to eight (8) persons to serve a one-year term, as voting members of the Board. Their term shall be concurrent with the term of the appointing Chairman.

Section 6: Terms

- A. **Length.** Terms of the elected Board members shall be for three years.
- B. **Limitation.** An individual may serve no more than two terms prior to taking at least one year off from service to be eligible for election again.
- C. **Replacement.** Any individual who is elected under Article IV, Section 7 who serves less than one full year in this role, shall not have that term count toward the limitation of Article IV, Section 6, A.
- D. **Appointment.** Individuals may serve one additional year via appointment in addition to elected terms.

Section 7: Vacancies

Vacancies shall be filled by a majority vote of the Board. Any individual elected to fill a vacancy shall complete the term of the individual who they are replacing.

Section 8: Ex-Officio

Non-voting ex-officio Board members may be appointed by a majority vote of the Board to support the work of the organization. Their terms are at the pleasure of the Board.

Section 9: Meetings

- A. **Regular.** The Board shall meet at least quarterly at a time and place as determined by the Board.
- B. **Special.** May be called by the Chairman, Executive Committee, or petition of four Board members.
- C. **Quorum.** A majority of the Board then in office shall constitute a quorum needed to conduct business.
- D. **Voting.** Unless a greater number is required by law or these bylaws, a majority vote shall be required to carry any action of the Board.
- E. **Attendance.** Board members absent from three or more meetings in a year may be removed from office as outlined in Article IV, Section 10.

Section 10: Removal

Board members may be removed with or without cause by a 2/3 vote of the remaining Board members. During the meeting in which this vote shall take place, the Board member considered for removal shall be allowed to attend, unless by doing so would create an unsafe or unhealthy environment for any meeting attendees.

Section 11: Compensation

Directors shall neither receive nor be paid compensation or payment, except by resolution of the Board and only as a reasonable allowance for expenditures made or services rendered for the corporation.

Section 12: Policies

In addition to these bylaws, the Board shall have the authority to create policies to carry out the course of work of the Chamber. In question of authority, Articles of Incorporation preside over Bylaws preside over Policies.

ARTICLE V: OFFICERS

Section 1: Determination

Officers shall be Chairman of the Board, Chairman-Elect, Secretary/Treasurer, Immediate Past Chairman. No later than the September meeting, the Nominating Committee shall present a slate of names from the incoming Board for all officer roles. Members of the nominating committee may not be elected for an officer role.

Upon approval of the slate by the Board, the officers shall be elected.

Section 2: Terms

Officers shall take office on the first day of the new fiscal year and serve for a term of one year or until their successors assume the duties of office.

The Chairman of the Board shall serve a maximum of one consecutive term prior to serving in the same role again. Any individual who serves less than one full year in this role shall not have that incomplete year apply towards this limitation.

Section 3: Duties

A. Chairman of the Board. The Chairman of the Board shall serve as the chief executive officer and preside at all meetings of the membership, Board, and Executive Committee. The Chairman shall assist in selection of committee chairs and have the power to appoint Board members as outlined in Article IV, Section 5.

B. Chairman-Elect. In the absence or disability of the Chairman, the Chairman-Elect shall exercise the powers and authority of the Chairman. The Chairman-Elect shall become Chairman should the Chairman be unable to complete their term for any reason. The Chairman-Elect shall preside over the Nominating Committee.

C. Immediate Past Chairman. The Immediate Past Chairman shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of both the Chairman and the Chairman-Elect.

D. Secretary/Treasurer. The Secretary/Treasurer shall advise and assist with financial decisions and be chairman of the finance committee. They shall review monthly financials prior to being presented to the Executive Committee and Board of Directors.

The Secretary/Treasurer shall be the official custodian of the records, shall keep or cause to be kept the minutes of the Board and Executive Committee and ensure continued eligibility of each Board member in accordance with the Bylaws.

ARTICLE VI: EXECUTIVE COMMITTEE

Section 1: Members

The members of the Executive Committee shall be the Chairman of the Board, Chairman-Elect, Immediate Past Chairman, Secretary/Treasurer, five members at large from the Board and Executive Director. The five members at large shall be selected by the Board Nomination Committee for approval by the Board. Members of the Nomination Committee cannot be elected members-at-large of Executive Committee.

Section 2: Authority

The Executive Committee shall have the authority to act on behalf of the Board of Directors in between meetings, provided that the committee provides a report to the Board at its next meeting. In no way should this authority be used to circumvent the will of the full Board of Directors.

ARTICLE VII: EXECUTIVE DIRECTOR

Section 1: Employment

The Board shall employ an Executive Director and provide a compensation package as determined by the Board. A 2/3 vote shall be required to hire. The Executive Director shall report to the Executive Committee.

Section 2: Termination

Employment may be terminated at any time, with or without cause, by a 2/3 vote of the Board. The Board shall give thirty days' notice but may choose to terminate employment immediately and pay thirty days of earnings. The Executive Director shall give thirty days' notice to the Board of their desire to terminate employment.

If the Executive Director leaves the service of the Board, they shall deliver all property of the Chamber.

Section 3: Responsibility

They shall be the chief administrative and executive officer responsible for hiring, firing, and supervising all employees. The Executive Director shall serve as the primary media spokesperson and interpret and implement Board-created policies. They shall serve as official agent and be a nonvoting member of all committees. The Executive Director shall serve as the primary liaison between the Board of Directors and the Chamber staff. The Board of Directors shall communicate its direction, policies, and requests through the Executive Director. Individual Directors shall not direct, supervise, evaluate, or assign work to Chamber employees, except as specifically authorized by the Board of Directors or these Bylaws.

ARTICLE VIII – FINANCE

Section 1: Fiscal Year

The fiscal year shall begin on the first day of October and conclude the last day of September on an annual basis.

Section 2: Funds

The Board of Directors shall have the authority to create accounts as necessary to fulfill operational needs. All monies paid to the Chamber shall be placed in these chamber-owned accounts.

The Board may authorize any officer or officers to execute and deliver any instrument on behalf of the Chamber. All checks shall be signed by at least two officers and other disbursements shall be made in such manner as determined by the Board.

Section 3: Committee

The Finance Committee chair shall be the Secretary/Treasurer. Other members will include, but not limited to, the Chairman of the Board, Chairman-Elect and Executive Director. The finance committee shall prepare a budget for approval and adoption by the Board no later than the September Board meeting to start the fiscal year.

Section 4: Disbursements

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval. Any unbudgeted expense in excess of \$1,000 shall require approval by the Executive Committee prior to disbursement.

Section 5: Indebtedness

No loans shall be contracted on behalf of the Chamber and no evidence of indebtedness shall be issued in its name unless authorization is given by resolution of the Board of Directors.

ARTICLE IX: COMMITTEES

By resolution, the Board may designate other committees, divisions or councils as it deems desirable to meet an organizational need. Any committee shall report any action taken to the meeting of the Board next following the taking of such action, unless the Board otherwise requires.

So far as applicable, the provisions of these bylaws relating to the conduct of the meetings of the Board shall govern the meetings of all committees. The Chairman, with advice and consent of the Board, shall appoint committee chairs, except where otherwise defined by these bylaws.

No action by any member, committee, council, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

ARTICLE X: PARLIAMENTARY PROCEDURE

All meetings shall be governed and conducted according to the latest edition of “Robert’s Rules of Order”.

ARTICLE XI – AMENDMENTS

These bylaws may be altered, amended or repealed and new by-laws may be adopted by a two-third (2/3) vote of the Board of Directors, or by a majority vote of those members present at any regular or special meeting of the Chamber, provided notice of the meeting includes proposals for such changes.

Proposed changes shall be submitted in writing at least ten (10) days in advance of consideration for amendment.

ARTICLE XII: INDEMNIFICATION

To the maximum extent allowed by and pursuant to the procedures set forth in Texas law, including Chapter 8 and 22 of the Texas Organizations Code, the Chamber agrees to indemnify, defend and hold harmless the board members, its officers, directors and employees from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the organization arising out of or related to organization's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein.

The right to indemnification provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XIII : DISSOLUTION

The dissolution of the Chamber shall follow the applicable provisions of the laws of the State of Texas. Upon dissolution, no portion of its funds shall inure or be distributed to members of the Chamber. In such event, any remaining funds, after payment; or provisions for payment of; all debts and liabilities of the Chamber shall be distributed to regularly organized and qualified non-profit organization(s), as defined in IRS Section 501 (c)(3) and selected by a 2/3 majority vote of the Board of Directors.