

BIG BEND CHAMBER OF COMMERCE
BYLAWS
As Amended and Restated October 10, 2024

ARTICLE I: GENERAL

SECTION 1: NAME

- This organization is incorporated under the laws of the State of Texas and shall be known as the Big Bend Chamber of Commerce.

SECTION 2: MISSION

- The mission of the Big Bend Chamber of Commerce (hereinafter referred to as BBCC) is to promote current and future individual and business members by supporting business activities that benefit the community. To accomplish this mission, the BBCC will:
 - work to promote, strengthen, and maintain a healthy business climate;
 - work to promote the unique character of Brewster County; and
 - facilitate the sharing of information and resources for residents and visitors to our area.

SECTION 3: AREA

- The BBCC shall include all of the area situated in Brewster County.

SECTION 4: LIMITATIONS OF METHODS

- The BBCC shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Service code.
- The BBCC shall be non-profit, non-partisan, and non-sectarian and shall continue until terminated by operation of law.
- Robert's Rules of Order will be used as a guideline to conduct meetings, except that they will not supersede these By-laws.

ARTICLE II: MEMBERSHIP

SECTION 1: ELIGIBILITY

- Any business, association, partnership, estate, or individual who supports the mission of the organization shall be eligible for membership.

SECTION 2: DEFINITIONS

- Member – is an individual or business who supports the BBCC mission and whose dues are current. A Member who is present at the annual meeting held each September may vote upon Director nominations.
- Director – a Member who is voted upon by a simple majority of Members in good standing to serve on the Board of Directors.
- Officer – A Director who has been voted upon by a simple majority of the Board of Directors to serve as one of the four Officers.

SECTION 3: VOTING

- In any proceeding in which voting by members is called for, each member in attendance and who is in good standing shall be entitled to cast one vote.
- In any vote by the membership, a majority shall consist of 50 percent plus one of those voting.
- No proxy votes shall be allowed.

SECTION 4: DUES

- Membership dues shall be at such rates as are from time-to-time prescribed by the Board

of Directors.

- Annual payment of dues constitutes a member in good standing.

SECTION 5: TERMINATION

- Membership in the BBCC will expire for non-payment if dues have not been paid within 30 days of the due date.

SECTION 6: HONORARY MEMBERSHIP

- Distinction in public affairs may confer eligibility for honorary membership as approved by the Board. Honorary members shall have all the privileges of members except the right to vote and shall be exempt from payment of dues.

ARTICLE III: MEETINGS

SECTION 1: ANNUAL MEETING

- The annual meeting of members of the BBCC shall be the regular September meeting.

SECTION 2: REGULAR MEETINGS

- Regular meetings of the Board of Directors shall be held the second Thursday of each month, except on holidays or as agreed upon by the Board in which case the Board may set an alternate date.

SECTION 3: MINUTES

- Written minutes shall be presented at the next regular meeting.
- Written minutes for special meetings, not including committee meetings or workshops, shall be presented at the next regular meeting;
- Minutes from executive sessions will not be available to Members or to the general public.

SECTION 4: SPECIAL MEETINGS

- Special board meetings may be called by the President, or by written request of any three Directors, or by any ten Members in good standing.
- Advance notice of a special meeting, specifying the purpose of the meeting, shall be prepared, posted and emailed to each Director a minimum of 72 hours prior to the meeting.
- Matters covered in special meetings shall be limited to those specified in the advance notice.

SECTION 5: QUORUM

- At any duly called Board of Directors' meeting, a simple majority of Directors present including one Officer shall constitute a quorum.
- At any official meeting of the membership, ten percent of the members in good standing, including Board of Directors, in attendance at the time of the meeting shall constitute a quorum.

SECTION 6: NOTICES, AGENDA, AND MINUTES

- An agenda and minutes must be prepared for all regular and special meetings.
- The upcoming agenda for the next meeting shall be set and emailed to the Board of Directors by the President, or presiding Officer, of the Board a minimum of 72 hours prior to the scheduled meeting.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1: ELECTION OF DIRECTORS

- The annual election of Directors shall be held each year at the September meeting.
- The election will take place at the end of the meeting prior to adjournment.
- Voting shall be by blind vote on one consolidated ballot listing all nominees. Sample ballot:

CONSOLIDATED DIRECTOR BALLOT

NAME	YES	NO	ABSTAIN
Nominee Name			
Nominee Name			
Nominee Name			
Nominee Name			

- Only members in good standing and present at the September meeting are eligible to vote for Directors.
- Nominees will be given up to two minutes to introduce themselves prior to voting.

SECTION 2: ROLE AND COMPOSITION OF THE DIRECTORS

- The governing and policy-making responsibilities of the BBCC shall be vested in the Board of Directors which controls its property, is responsible for its finances, and directs its affairs. The Board of Directors shall be composed of from seven to nine members.
- Each Director shall serve a two-year term and may be reelected for an additional consecutive two-year term.
- A Member who has served as a Director for two consecutive terms may be considered for reelection again after a one-year absence as a Director.
- The duties of the Board of Directors include, but are not limited to, approving the annual budget; approving the selection of Officers; reviewing the BBCC's policies and procedures, if any, and bylaws annually; proposing honorary members; attending all regular and special BBCC meetings; working on committees and/or as an Officer as assigned or elected; and identifying to the Board any areas where there might be a conflict of interest or a perceived conflict of interest and abstaining from voting in those areas.
- The duties of individual BBCC Members are to abide by BBCC bylaws and policies and procedures, if any.
- No salary or compensation shall be paid to a Director.
- Spouses or life partners may not serve on the Board at the same time.
- If a Director misses three consecutive regularly scheduled monthly meetings they will automatically be removed as a Director or Officer. If available, attendance via Zoom or other electronic platform will count as being in attendance.

Section 3: ROLE AND COMPOSITION OF OFFICERS

- Officers shall be comprised of the President, Vice-president, Treasurer, and Secretary.
- Each Officer shall serve a one-year term.
- An Officer may be reelected for a second consecutive one-year term.
- No salary or compensation shall be paid to an Officer.

SECTION 4: REMOVAL OF A DIRECTOR

- A Director may be removed from the Board of Directors, with or without cause, by the affirmative vote of a simple majority of the Board of Directors.
- The vote will be held in executive session via a blind vote.
- The Director who is being considered for removal is not allowed to vote.
- The Director who is being considered for removal may have up to five minutes to present their position or comments.
- The Board of Directors must document such removal in the written minutes of the meeting.

SECTION 5: OFFICERS' DUTIES

PRESIDENT:

The President shall:

- Preside at all meetings of the BBCC, conducting these in accordance with the By-laws.
- Appoint the Chairperson for each committee; the Chairperson will select committee members.
- Perform other duties pertinent to the office, including the representation of the BBCC at meetings with other organizations concerned in the accomplishing of the BBCC's objectives, keeping the Board of Directors informed in advance of these activities and inviting other Directors to attend
- Be a member of all committees that are involved in fundraising activities.
- Ensure the approved annual budget is presented to the Brewster County Tourism Council as appropriate prior to stated deadlines.
- Ensure the annual filing of documents required to maintain 501(c)(6) status.
- Be responsible for and work with the approved CPA or Bookkeeper to ensure required tax filings including Public Information Reports (PIR) are filed prior to stated deadlines.
- Oversee research and recommending of qualified CPA or Bookkeeper to handle tax filings and present to the Board for approval.
- Perform other duties as necessary and approved by the Board.

VICE-PRESIDENT:

The Vice-president shall:

- Maintain up-to-date roster of Director and Officer terms and provide 60-day advance notice of each term expiration to the Board.
- Assist the President as required and preside at meetings in the absence of the President.
- Oversee maintenance of BBCC archives and scrapbooks if any.
- Provide annual membership renewal notices to members.
- Maintain an up-to-date membership roster.
- Promptly provide membership dues payments received as soon as possible but within 14 days to Treasurer for deposit.
- Request feedback from any Member who does not renew their membership to determine a strategy to encourage membership.

TREASURER:

The Treasurer shall:

- Collect BBCC membership dues, maintain records of all monies paid to the BBCC as well as reconcile all bank accounts held by the BBCC, pay all obligations of the BBCC subject to the instructions of the Board of Directors, and report on the financial status of the BBCC at the regular meetings.
- Deposit membership dues received as soon as possible but within 14 days of receipt.
- Prepare checks on behalf of the BBCC which shall require the signature of the Treasurer or by the Board's designated signers.
- Maintain records, account books, checkbooks, and all pertinent data to be passed on to the Treasurer's successor within 30 days of the end of the term in office;
- Regularly check for mail in the PO Box and distribute accordingly.

SECRETARY:

The Secretary shall:

- Keep the minutes of all meetings of the BBCC and prepare meeting notices giving the time and place of these meetings and ensure such meeting notices are posted.
- Ensure meeting notices are posted at the BBCC office (if any) and at the Terlingua Post Office and at other locations as deemed appropriate; send meeting notice to The Moon;

and alert social media representative to post on BBCC website and other social media sites as appropriate.

- Maintain a written record of BBCC meetings and pass on to the successor within 30 days of the end of term in office.
- Provide meeting minutes to the social media representative to post on the BBCC website and all social media outlets being utilized.

SECTION 6: NOMINATING COMMITTEE

- The President will appoint a Chairperson at the June meeting to source nominees from the Membership to the Board of Directors.
- The Chairperson will solicit committee members.
- The committee will actively solicit Members for nomination and consideration by the Board.
- The President shall present the committee's nominees for consideration at the August meeting.
- Nominations from the floor will not be accepted after August 1st to allow time for the nominating committee to consider all nominations.
- Voting will be held at the September meeting.
- Verify at least 10% of Members in good standing, as defined in Article III Section 5, are present to establish quorum for voting.

SECTION 7: ELECTION OF OFFICERS

- The election of Officers shall be held by blind vote during executive session following adjournment of the September meeting.
- An Officer may be reelected for a second consecutive one-year term.
- An Officer may serve only two consecutive years in the same position.
- An Officer who has served two years in any one office may be elected to a different office immediately.
- No salary or compensation shall be paid to an Officer.

SECTION 8: VACANCIES

- In the event of a vacancy on the Board of Directors resulting in less than seven Directors, the President or other Directors may nominate a temporary replacement to be voted upon by the Board.
- The temporary Director elected may serve until the election of a regular replacement at the next annual Board meeting in September.
- If a Director serving a temporary term is elected as a regular Director at the annual September meeting, their term limit will begin at that time (September).
- If a Director or an Officer is elected to fill a vacancy for the remainder of the fiscal year ending in September, that time will not be counted towards their term limit.

SECTION 9: SEATING OF NEW DIRECTORS AND OFFICERS

- All newly elected and appointed Directors or Officers shall be seated and begin serving immediately.

ARTICLE V: COMMITTEES

SECTION 1: STANDING COMMITTEES

- Committees will be determined by the Board of Directors.

ARTICLE VI: FINANCES

SECTION 1: FUNDS

- All membership dues paid to the BBCC shall be placed in a general operating account.
- Funds received from the Brewster County Tourism Council shall be held in a separate

account.

SECTION 2: DISBURSEMENTS

- No assets of the BBCC shall inure to the personal benefit of any member of the Board of Directors.
- Reimbursement of Board pre-approved expenses will be made upon receipt of sufficient documentation.

SECTION 3: FISCAL YEAR

- The fiscal year of the BBCC shall close each September 30th. Disbursements shall be by check or by debit card from the appropriate BBCC accounts.

SECTION 4: FINANCIAL REVIEW

- Accounts of the BBCC shall be reviewed each year by the Treasurer (incoming and outgoing if applicable), the President (incoming and outgoing if applicable), and a BBCC member in good standing who is not an Officer nor a Director and who has been approved by a majority of the Board of Directors.
- Review shall be completed no later than November 30th each year.
- The annual review shall be presented to the membership at the next regular meeting.
- The review shall at all times be available to BBCC Members in good standing.

ARTICLE VII: AMENDMENTS

- These By-laws may be amended or altered by a simple affirmative majority vote of the Board of Directors.