



## Vidor Chamber of Commerce Constitution and By-Laws

### I

#### NAME

The name of this organization shall be the Vidor Chamber of Commerce and shall be in Vidor, Orange County, Texas.

### II

#### OBJECTIVES

The objectives of this organization shall be to promote the industrial, commercial, agricultural and civic welfare of the community of Vidor and surrounding territory, and the organization, through its Board of Directors, is hereby empowered to take such steps as it may deem necessary to accomplish the above objectives.

### III

#### POLICY

The organization shall not engage in any action of purely political nature as defined by the existing status, but this must not be construed as preventing the organization from encouraging the consideration by the citizenship of such matters as are primary and may subsequently be called upon to vote, such as bond election for schools, roads, airports or any other bond election sponsored by a political sub-division of the state, the object of which is civic or commercial betterment.

### IV

#### MEMBERSHIP

##### A. Eligibility

Rev. 02-26-19

Any reputable citizen of the United States of America shall be eligible for membership in this organization. The names of all new members shall be presented to the first Board of Directors meeting following membership. The member must have paid at least one-quarter annual dues in advance before being issued a membership.

##### B. Classes of Membership

There shall be the following classes of membership: Active, Honorary, Life and Liaison

##### 1. Active

Active Membership shall be those provided for in section A of this article.

## 2. Honorary

Honorary membership shall be by a majority vote of the Board of Directors. An honorary membership may be conferred upon any outstanding person whose high character is so outstanding as to justify such recognition. The term honorary membership shall be for not more than one year ending on December 31 of each year. At the first Board of Directors meeting in January of each year, each honorary membership shall be reviewed and by a majority vote of the Board of Directors either be renewed or cancelled for the following year.

## 3. Life

Life Members shall be a unanimous vote of all Directors present at any meeting of the Board, due notice having been given at the last previous regular session. A life membership may be conferred upon any person whose unselfish contribution to the artistic, civic or material welfare of the community and whose high character is so outstanding as to justify such recognition, provided, however, that life membership may be revoked for cause by a two-thirds vote of the Board of Directors at any regular or called meeting of the Board. Life members shall be exempt from the payment of dues.

## 4. Liaison

The Liaison position will be held by selected individuals that represent significant community entities that affect the chamber, the chamber must work together with the Liaison of said entities for the benefit of chamber membership. The Liaisons role will be as consultants to help all entities being coordinated in efforts to benefit our community. The Liaison membership will vote amongst themselves to put forth their collective vote to serve as 1 board vote. These positions will be offered/held by The City of Vidor, Rose City, City of Pine Forest, Orange County, & VISD. Liaisons that accept the positions must be members of the Vidor Chamber of Commerce through association of the entity they are representing.

## V DUES

### A. Amount

The minimum annual dues for active members shall be as determined by the Board of Directors, payable in advance, in annual, semi-annual, quarterly or monthly payments.

### B. Delinquent Membership

If any member be in arrears with dues more than ninety (90) days he shall automatically be suspended, except in special cases as determined by the Board.

## VI BOARD OF DIRECTORS

### A. Number of Directors

The management and control of the organization shall be vested in a Board of twelve (12) Directors.

### B. Terms of Directors

Rev. 8/4/14

The Board of Directors shall be elected by the general membership from among its members, four (4) each year to serve three (3) year terms

### C. Eligibility

Rev. 05/14/18

To be eligible to serve on the Board of Directors, candidates must have been a member of the Chamber for at least a period of one (1) month.

### D. Resignation

All resignations from the Board of Directors shall be presented in writing to the President.

### E. Vacancy

Any vacancy occurring on the Board of Directors shall be filled by appointment of the President and approved by a majority vote of the Board of Directors. Such appointments shall be made for the unexpired term of such director as created the vacancy.

### F. Nomination of Directors

At least twice as many candidates as positions needed to be filled shall be nominated each year by a nomination committee composed of five active members of the organization in good standing. Three (3) of these shall be members of the existing Board and two (2) shall be members of the organization, but not directors or officers. Said nominating committee shall, within two (2) weeks of their appointment, submit the existing Board of Directors the names of the candidates from the roll of members eligible as nominees for the positions of general directors of the organization. In appointing a committee, the President shall designate a chairman. This committee shall oversee the mailing of ballots, determine a closing time for balloting, and be responsible for an official count of the returned ballots. This committee shall report the results of the election to the Board of Directors no later than December 1<sup>st</sup> of each year.

## G. Board Meeting Attendance

Rev 5/14/18

Whereas it is important for each board member to attend all called board meetings, be it resolved that all board members shall agree to attend at least 80% of all board meetings. Further, failure to comply in any six month period shall be interpreted as an automatic resignation from the board, unless otherwise reflected in writing. Any Member being absent from 3 Consecutive meetings will be asked to resign unless the cause of such absences is approved by the board. Board meetings will be open. Quarterly membership meetings will be held to inform the members of activities and Board of Directors decisions made on their behalf.

## VII GENERAL OFFICERS

### A. Election of Officers

The election of officers shall be held at the first regular meeting of the Board, following the annual election. The newly elected directors, along with the outgoing directors and the other board members, shall attend this meeting for the purpose of electing officers to serve the coming year. Outgoing directors will not vote in the election of officers, but will ballot on all other business which comes before the board. Voting by the new directors will be confined to the election of officers until they assume their official duties at the annual banquet.

### B. Officers to be Elected

Rev 5/14/18

A new set of officers will be elected each year. Officers to be elected shall be: President, Vice President, Treasurer, & Secretary. State Officers shall serve without monetary compensation. They assume official duty at the annual banquet meeting. The stated officers shall not serve more than two (2) consecutive one (1) year terms.

### C. Terms of Officers

All Such officers, all directors, and all regular committee men shall serve until the expiration of the fiscal year in which they are elected and or appointed or until their successor are duly qualified. Outgoing President shall serve as immediate past president and advisory to the board.

### D. Paid Officials

Rev. 05/14/18

The Board of Directors shall, by a majority vote of those present, at any duly and regularly constituted meeting, employ an Executive Assistant (EA ), and such other officers or clerical help as the Board of Directors deems necessary for the efficient conduct of the organization. These officials shall be (hourly) officials whose (wages) and duties shall be designated by the Board of Directors of such organization.

VIII  
FISCAL YEAR

The fiscal year of the organization shall be January 1 to December 31.

IX  
CHANGING OF THE CONSTITUTION  
Rev 05/14/18

- A. The Constitution of the organization may be amended by a two thirds vote of the directors.
- B. The regular annual membership meeting of the Chamber of Commerce shall be held on the date set by the Board of Directors but not later than January 31<sup>st</sup> of the current year, unless such meeting shall for good and sufficient reason, be changed by the Board of Directors.
- C. Meetings of the membership may be called by the President upon his own motion and it shall be obligatory upon the President to call such membership meetings when they are presented with a petition signed by 25 or more active members in good standing. Notice of such meeting shall be emailed to all members in good standing, sufficiently far in advance of such meeting to enable the general delivery of such notices.

X  
MEMBERSHIP REGULATIONS

- A. All memberships shall continue in effect until a formal resignation in writing is received, or until suspension as herein provided for, relating to delinquent payment of dues.
- B. A firm or corporation, which takes but one membership must designate one person selected by such firm or corporation to be its representative. The name of such firm or corporation shall be included in the membership list together with the name of the representative.
- C. Plural Memberships – A firm or corporation may subscribe for or hold plural memberships in the Vidor Chamber of Commerce. However, no more than two members from any firm or corporation are eligible to serve simultaneously on the Board of Directors. Such assigned memberships shall apply in the manner designated in Section IV of this article.

XI  
DIRECTOR'S MEETINGS  
Rev 02-26-09

- A. A Regular monthly meeting of the Board of Directors shall be held as may be determined by the Board. Six (6) Directors shall constitute a quorum.

Special meetings may be called by the President on their own motion or upon written request to them signed by six (6) Directors. Notices of such meetings shall be given to each director not less than twenty-four (24) hours before holding such meetings.

Exceptions as to the notices may be made in calling of special directors meeting when an emergency exists

XII  
DUTIES OF AN OFFICER  
Rev 05/14/18

- A. The management and control of the business and affairs of the organization shall be and hereby are vested in the Board of Directors. Said Board to control revenues, adopt budgets, make or approve appropriations, fix the policy or policies of the organization, determine its methods of operation, confirm the employment of the paid personnel and determine, in general, the scope and character of the activities of the organization, subject to the limitations prescribed by the law and this constitution and the By-Laws of this organization.
- B. The Board of Directors of the organization shall be empowered to employ such offices and clerical help as may be deemed necessary to the best interests and efficient operation of the organization. The duties of such officers and clerical help shall be prescribed by the Board of Directors of the organization.
- C. Duties of the President shall be the executive head of the organization, shall preside at all meetings of the membership and the Board of Directors. They shall sign, as President, all documents of legal nature affecting the operation of the Chamber of Commerce or any of its officers unless otherwise ordered. They shall appoint all standing or special committees of the Chamber, and shall be an ex-officio member of all committees. They shall, with the Secretary, sign all minutes and formal documents of the Chamber.
- D. Duties of the Vice President shall be to exercise all the authority of the President in the latter's absence or disability. In the event that the President, nor the Vice President is present at the meeting, the Board of Directors shall elect a President Pro-Tem to preside at the meeting.
- E. Duties of the Treasurer shall be the custodian of funds of the Chamber of Commerce. Such funds may only be disbursed as follows:
  - 1. By any two duly elected officers so authorized by the Board. No less than two signatures are required on all transactions. It is desirable, but not mandatory, that the two officers be the Treasurer and the President, but this is not compulsory.
- F. Duties of the Secretary shall be the technical custodian of the minutes and all records of the organization. In addition, will perform all duties incident to the office that are assigned to the Secretary by the President or by the Board of Directors such as the communications of the social media, website and emails as needed.
- G. The President shall have the power to appoint, with the approval of a majority of the Board of Directors of the organizations, such standing committees as may be deemed advisable for the efficient operation and for the purpose of furthering the aims of the organization. The committee so appointed shall in all classes serve in an advisor capacity

and their decisions and recommendations shall be reported to the Board of Directors who shall finally determine, by a majority vote, their adoption.

- H. It is hereby noted as advisable but not compulsory that the chairman of all committees be a member of the Board.