

**BIG BEND CHAMBER OF COMMERCE  
BYLAWS**

Please see my questions and comments prefaced with "\*\*\*TS:" below.—Tim Shirley

**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.

**\*\*\*TS:** According to the State of Texas “The entity's registration or certificate was ended as a result of a tax forfeiture or an administrative forfeiture by Texas Secretary of State.” Search “big bend chamber of commerce” here: <https://mycpa.cpa.state.tx.us/coa/>

**Section 2: MISSION**

- The mission of the Big Bend Chamber of Commerce is to put people in touch with people to facilitate the charing of information and resources for residents and visitors to our area. We harness the power of cooperation to create opportunities for our community.

**\*\*\*TS:** Noted “charing” s/b “sharing” and punctuation errors.

- To accomplish this mission, the Chamber will:
  1. Work to promote, strengthen, and maintain a healthy business climate, a healthy natural environment, and an enhanced quality of life for all area residents;
  2. Promote the civic, social, and cultural assets of the community to areas beyond our borders;
  3. Sponsor activities that benefit the community and foster cooperation between all sectors of the community;
  4. Work to maintain the unique character of South Brewster County;
  5. Provide tourist information.

**Section 3: AREA**

- The Big Bend area shall include all of the area situated in the Big Bend of Texas.

**Section 4: LIMITATIONS OF METHODS**

- The Big Bend Chamber of Commerce 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 Code.

**\*\*\*TS:** According to the IRS the 501(c)(6) tax exempt status of BIG BEND CHAMBER OF COMMERCE TAX ID 20-3015893 was revoked on 15 May 2010: <http://bit.ly/2tbJeEi>

- The Big Bend Chamber of Commerce shall be nonprofit, nonpartisan, and nonsectarian and shall continue until terminated by operation of law.

*Bylaws Big Bend Chamber of Commerce as approved May 5, 2011.*

## **ARTICLE II: MEMBERSHIP**

### **Section 1: ELIGIBILITY**

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

### **Section 2: VOTING**

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

### **Section 3: DUES**

- Membership dues shall be at such rates as are from time to time prescribed by the Board of Directors.
- Payment in timely manner constitutes a member in good standing.

**\*\*\*TS: Can the BBCOC Secretary and/or Treasurer produce a list of members “in good standing” showing who they are, what dues they paid, and when they paid them?**

### **Section 4: TERMINATION**

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

### **Section 5: HONORARY MEMBERSHIP**

- Distinction in public affairs shall confer eligibility for an annual honorary membership. Holders of certain offices shall be eligible as representative of that office. 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 Chamber shall be the regular September meeting.

### **Section 2: REGULAR MEETINGS**

- Regular meetings of the Board of Directors shall be held the 1<sup>st</sup> Thursday of each month, except on holidays in which case the Board shall set an alternate date.

### **Section 3: MINUTES**

- Minutes shall be presented at the next regular meeting.
- Minutes for special meetings shall be presented at the next regular meeting.

\*\*\*TS: Does this section refer to minutes of meetings of members, or directors, or both? Either way, can the BBCOC Secretary produce minutes for the last 15 month's meetings of both members and directors – either regular or special in nature?

#### **Section 4: SPECIAL MEETINGS**

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

\*\*\*TS: Where, when and how have BBCOC meeting notices been “posted or emailed” in the last 15 months?

#### **Section 5: QUORUM**

- At any duly called meeting five Directors, including two officers, shall constitute a quorum.

\*\*\*TS: Does this clause apply to meetings of members, directors or both?

- At any official meeting of the membership, ten percent of the members in good standing 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 agenda shall be set and presented by the President, or presiding officer, of the Board.

\*\*\*TS: Should not agendas and minutes be posted, distributed and/or otherwise made available to members as well as directors?

### **ARTICLE IV: BOARD OF DIRECTORS**

\*\*\*TS: I see no provision herein for the nomination, selection, election or appointment of a Chairperson for the Board of Directors.

#### **Section 1: ROLE AND COMPOSITION OF THE OFFICERS**

- The governing and policy-making responsibilities of the Chamber 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, set initially at seven. Each director shall serve a two year term.

*Bylaws Big Bend Chamber of Commerce as approved May 5, 2011.*

**\*\*\*TS: The current 5-member board does not meet the requirements of this section:**

**SECRETARY:**

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Terlingua TX  
Locojim70@gmail.com

**TREASURER:**

John Klingemann  
PO Box 258  
Terlingua TX 79852

Marguerite Chanslor  
Quilts by Marguerite  
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Mark Chandler  
Tallent Roofing, Inc.  
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- The Officers shall be comprised of the President, Vice-President, Treasurer, and Secretary. Each officer shall serve a two year term.

**\*\*\*TS: The current officer slate does not meet the requirements of this section.**

- The duties of the Board include, but are not limited to, approving the annual budget, approving the selection of officers, reviewing the Chamber's policies and procedures and bylaws annually and proposing honorary members. The duties of individual Board members are to abide by Chamber bylaws, policies and procedures; attend all regular Board meetings; attend all regular and special Chamber meetings; work on committees and as an officer as assigned; identify to the Board any areas where there might be a conflict of interest or a perceived conflict of interest and abstain from voting in those areas.

\*\*\*TS: Given the issues noted herein, it appears the current board does not “abide by Chamber bylaws” and therefor does not meet the requirements of this section.

- No salary shall be paid to any officer.
- Both spouses or life partners may not serve on the Board at the same time.
- If any officer misses more than three consecutive meetings they will need to be replaced, unless the director steps down.

\*\*\*TS: To what type of meetings does this provision apply?

## **Section 2: OFFICERS' DUTIES**

### **PRESIDENT:**

- The President shall preside at all meetings of the Chamber, conducting these in accordance with Robert’s Rules of Order

\*\*\*TS: Punctuation error.

- The President shall appoint members to committees.
- The President shall perform all other duties pertinent to the office, including the representation of the Chamber at meetings with other organizations concerned in accomplishing the Chamber’s objectives.
- The President shall be a member of all committees that are involved in fundraising activities.

### **VICE-PRESIDENT:**

- The Vice-President shall assist the President as required and shall preside at meetings in the absence of the President

\*\*\*TS: “Vice” s/b “Vice”.

- The Vice-President shall act as chair of the Membership Committee and shall organize and conduct an annual drive to encourage renewal of current memberships and to attract new members.

\*\*\*TS: When was the last membership drive held?

- The Vice-President shall maintain Chamber archives and scrapbook.

\*\*\*TS: What is the current status of the “Chamber archives and scrapbook”?

### **TREASURER:**

- The Treasurer shall collect the dues paid for membership in the Chamber, maintain records of all monies paid to the Chamber as well as all bank accounts held by the

Chamber, pay all obligations of the Chamber subject to the instructions of the Board of Directors, and report on the financial status of the Chamber at the regular meetings.

- Checks prepared by the Treasurer on behalf of the Chamber shall require the signature of the Treasurer or the Board's designated signer.
- The Treasurer's records, account books, check books, and all pertinent data shall be passed on to the Treasurer's successor at the end of the term in office.

**\*\*\*TS: Can the Treasurer produce a record of all monies received and disbursed by the BBCOC over the last 15 months, with beginning and ending cash balances?**

**SECRETARY:**

- The Secretary shall keep the minutes of all meetings of the Chamber and shall prepare and post notices of meetings giving the time and place of these events. Notices are to be posted at the Chamber office, and at the Terlingua Post Office.
- A written record of the Chamber's meetings shall be maintained by the Secretary and passed on at the end of the Secretary's term in office.

**\*\*\*TS: See my previous questions regarding meeting notices and minutes.**

**Section 3: ELECTION OF OFFICERS**

- The election of officers shall be held every two years during the meeting held in the month of September.
- Re-election of an officer to the same position held previously shall be limited to two consecutive terms, with a required hiatus of one term following those consecutive terms.
- An officer who has served two terms in any one office may be elected to a different office immediately.

**\*\*\*TS: Are officers elected by the members or by the directors? This should be clearly stated here.**

**Section 4: NOMINATING COMMITTEE**

- A committee shall be appointed at the June meeting of the election year and assigned the responsibility of selecting nominees for election to the Board of Directors.

**\*\*\*TS: Are directors nominated by the membership or by themselves?**

- The President shall designate the chair of the committee.
- Upon receipt of the report of the Nominating Committee, the President shall notify the membership during the August meeting of the election year of the persons nominated as candidates for officers.
- The President shall ask for nominations from the floor before voting on the slate of officers presented by the nominating committee at the September Members Meeting of the election year.

### **Section 5: VACANCIES**

- In the event of a vacancy on the Board of Directors, the President may select a temporary replacement until the election of a permanent replacement at the next Board meeting.

**\*\*\*TS: Where in these ByLaws is provision made for the temporary replacement of officers who do not complete their term of office?**

### **Section 6: SEATING OF NEW OFFICERS**

- All newly elected and appointed Board officers shall be seated and shall begin serving immediately.

## **ARTICLE V: COMMITTEES**

### **Section 1: STANDING COMMITTEES**

- Committees to be determined by the Board of Directors.

## **ARTICLE VI: FINANCES**

### **Section 1: FUNDS**

- All money paid to the Chamber shall be placed in a general operating account or special account.

### **Section 2: DISBURSEMENTS**

- Disbursement shall be by check or by debit card on the Chamber account.
- No assets of the Chamber shall inure to the personal benefit of any member of the Board of Directors.

### **Section 3: FISCAL YEAR**

- The fiscal year of the Chamber shall close on June 30.

### **Section 4: FINANCIAL AUDIT**

- Accounts of the Chamber of Commerce shall be audited every two years by the incoming and outgoing Treasurers, the President, and a Chamber member who is not an officer and has been elected by the members at the annual meeting.
- The every two year audit shall be presented to the membership at the next regular meeting.
- The audit shall at all times be available to members of the organization.

**\*\*\*TS: Can the Treasurer produce this audit for our review?**

## **ARTICLE VII: AMENDMENTS**

- These Bylaws may be amended or altered by a two-thirds vote of the Board of Directors.

**\*\*\*TS: Why is there no provision for amendment of the ByLaws by the members?**