

By-laws of the Chamber of Commerce

By-Laws approved 11 April 2006

ARTICLE I: NAME AND OBJECTIVE

Section 1.

This organization is incorporated under the laws of the State of Texas and shall be known as the PORT MANSFIELD CHAMBER OF COMMERCE, with its principal place of business at Port Mansfield, Texas.

Section 2.

The Port Mansfield Chamber of Commerce (herein after referred to as the Chamber) is organized to pursue the objectives of advancing the commercial, civic, industrial, and recreational interests of Port Mansfield and its trade area.

Section 3.

The Chamber shall be non-partisan, non-sectional, non-sectarian, and shall not by resolution or otherwise be committed to the support or endorsement of any candidate for elected office.

ARTICLE II: FISCAL YEAR

The Port Mansfield Chamber of Commerce fiscal year shall end on September 30.

ARTICLE III: MEMBERSHIP

Section 1.

Any person, association, corporation, partnership, or estate having an interest in the promotion of Port Mansfield shall be eligible to apply for Chamber membership and, subject to the approval of the Chamber's Board of Directors (herein after referred to as the Board), shall become a member upon payment of dues.

Section 2.

Memberships shall be classified as:

- (A) Business member shall be any commercial or non-profit enterprise which is located in Port Mansfield, has Port Mansfield as its primary area of trade, or has other business-related interests benefiting from the promotion of Port Mansfield.
- (B) Non-business individual member shall be any individual who lives in or has property in Port Mansfield and is not directly affiliated with a business member such that it may conflict with Article III, Section 6 **pertaining to multiple Business memberships.**

- (C) Associate member shall be any individual or business that supports the promotion of Port Mansfield and is unable to participate in the Chamber.
- (D) Honorary memberships can be awarded by the Board to those few persons widely recognized for their long-term distinction in the promotion of commercial or public affairs in Port Mansfield.
 - (1) Honorary members shall have all privileges of membership, except holding a position as an officer of the Board.
 - (2) Awarding of an honorary membership shall require the affirmative vote of a majority of the Board.
 - (3) Discussions and votes for Honorary Members shall be an agenda item.
- (E) Lifetime members consider Port Mansfield an integral part of their long-term business plans and are willing to support and recognize the Chamber's promotion of Port Mansfield as beneficial to their continued success. There shall be lifetime business and individual memberships.
- (F) **Sustaining Members** are those businesses or individuals that consider Port Mansfield so important that they willing contribute financially to this Chamber in a manner that not only reflects on their success but on the importance they place on the Chamber's continued support of Port Mansfield.

Section 3.

Membership fees (dues) shall be fixed by the Board of Directors as:

- (A) Business member dues of not less than **\$55** annually.
- (B) Non-business individual member dues of not less than **\$35** annually.
- (C) Associate member dues of not less than \$20 annually.
- (D) Honorary members are not expected to pay dues.
- (E) Lifetime individual members are those who pay not less than **\$300** in dues within a one (1) year thereafter will be exempt from payment of any chamber dues.
- (F) Lifetime business members are those who pay not less than \$ 500 in dues within a one (1) year period and thereafter will be exempt from payment of any chamber dues.
- (G) **Sustaining Members** are those businesses or individuals that pay not less than \$1,000 in dues within a one (1) year period. A sustaining member will receive one (1) lifetime membership, assignable to any individual or business of their choice, so long as it does not conflict with Article ill, Section 6.

Section 4.

Payment of Dues.

- (A) Annual membership dues are payable on a fiscal year basis with a two (2) month overlap period at the end of the fiscal year in which the dues paid will also apply to the following fiscal year's membership.
- (B) Membership renewal shall be solicited within the final two (2) months of the fiscal year to insure members can renew before the annual meeting.

Section 5.

Meeting Attendance and Voting.

- (A) Business members are encouraged to attend meetings, shall have a vote in general meetings of the Chamber, and shall be counted when seeking a quorum of membership in any general meeting of the Chamber.
- (B) Non-business individual members shall have a vote in general meetings of the Chamber and shall be counted when seeking a quorum of membership in any general meeting of the Chamber.
- (C) Associate members are welcome to attend general meetings, but do not have a vote in Chamber functions, and shall not be counted when seeking a quorum of membership in any meeting of the Chamber.
- (D) Honorary members can attend any meeting of the Chamber, will have voting privileges in general meetings, and shall not be counted when seeking a quorum.
- (E) Lifetime individual members can attend any meeting of the Chamber, will have voting privileges in general meeting, and shall be counted when seeking a quorum of membership in any general meeting of the Chamber.
- (F) Lifetime business members can attend any meeting of the Chamber, will have voting privileges in general meetings, and shall be counted when seeking a quorum of membership in any general meeting of the Chamber.
- (G) **Sustaining Members** can attend any meeting of the Chamber, will have voting privileges in general meetings, and shall not be counted when seeking a quorum of membership in any meeting of the Chamber.
- (H) Any member can attend an open session of any scheduled meeting of the Board and may briefly address the board on matters pertinent to the Chamber or Port Mansfield.

Section 6. Multiple Business Memberships.

- (A) Any firm, association or corporation eligible for membership may have no more than one (1) voting membership per business; however, an individual who owns more than one business is encouraged to have separate memberships for each business.

- (B) Each business membership is entitled to one (1) vote at elections or other meetings, except no individual may have more than three (3) business or other voting memberships in any combination.

Section 7.
Advertising.

- (A) Chamber subsidized advertising in brochures, handouts, maps, telephone lists, commercial media, **websites**, or other publications is limited to business members operating in Port Mansfield that choose to pay whatever shared cost is passed on to those participating advertisers by the Chamber.
- (B) Each advertiser must have its own business membership and pay its portion of the shared advertising cost.
 - (1) Only business members can have their phone number listed in an ad.
 - (2) **Sustaining Members** and Lifetime Business members must also pay their share of advertising for their business.
 - (3) Advertising rates should be consistent for all business members, unless the variation is dependent on the size of advertisement the business chooses from those available.
- (C) The Chamber, in its overall promotion of Port Mansfield, may support or make available general information about the town which mentions, but does not highlight non-advertising Chamber business members as well as non-Chamber businesses or individuals.

ARTICLE IV: OFFICERS

Section 1.

There shall be four (4) officers serving as members of the Board:
President, Vice President, Secretary, and Treasurer.

- (A) The President and Vice President shall be elected for a term of one (1) year in an unpaid capacity and may seek re-election.
- (B) The Secretary and Treasurer shall be appointed by the President, with approval of the Board, shall serve a one (1) year term, and may seek reappointment.
- (C) Officers may make and vote on motions before the board.

Section 2.

To be nominated as President or Vice President, or to be considered for appointment as Secretary or Treasurer, one must be a permanent resident of Port Mansfield, a current Chamber member, and have been a member for the entire preceding fiscal year.

Section 3.

The President shall preside at all meetings of the Chamber and the Board of Directors, and shall perform all duties incidental to his/her office.

- (A) Decisions, actions, and policies not inconsistent with these By-laws can be made by the President from time to time; such actions, their results, and costs shall be summarized to the Board at the next meeting.
- (B) The President shall, subject to the approval of the Board, appoint the Secretary and Treasurer, all committee chairpersons and the **director(s) of any Chamber-run fishing tournaments.**
- (C) The President shall insure that an agenda is prepared for each scheduled Board and general meeting.
- (D) The President shall be an ex-officio member of all committees.

Section 4.

The Vice President shall act in the absence of the President. The Vice President shall be an ex officio member of all committees. In the absence of the President and Vice President, a member of the Board of Directors shall be chosen by the Board to act temporarily as chairperson of the Board.

Section 5.

The Secretary, under the direction of the President, shall produce the official **Chamber meeting agendas and minutes. Other duties assignable by the President may include** maintaining Chamber correspondence and non-financial records, including the past and present meeting minutes. The Secretary may be responsible for the Chamber telephone (and the location(s) thereof), fax, and e-mail which should have near constant monitoring, prompt follow-up, and a log of inquiries should be kept which can be made available to members on request.

Section 6.

The Treasurer shall receive and disburse the funds of the Chamber after being authorized to do so by the Board and maintain the Chamber's financial records.

- (A) The Treasurer shall attempt to follow generally accepted accounting procedures, including the keeping of ledgers and saving of receipts.
- (B) All disbursements shall be made by check, which will be counter-signed by the President.
- (C) Unbudgeted checks for over \$300 for Chamber and **its tournaments** must have approval of the board.
- (D) The Treasurer shall make financial reports at each general or Board meeting.
- (E) There shall be a full accounting in preparation **for** an annual audit of the Chamber books by an accountant or audit committee.

Section 7.

The offices of Secretary and Treasurer may be combined as Secretary/Treasurer, provided such person is not related to the President or Vice President of the Chamber and the appointment is approved by the Board.

Section 8.

Any Officer who is absent from three (3) or more consecutive monthly meetings or who, for whatever reasons, after at least six (6) months, seems unable to attend a majority of the monthly Board meetings may be subject to removal from the Board by a vote of a majority of Board members present at any monthly Board meeting.

Section 9.

Compensation.

(A) The Board can approve a stipend payment to the Secretary and/or Treasurer as token recognition for services rendered. This is not meant to be a wage commensurate with the work done, is not retroactive and shall not automatically be given to either or both officers upon taking office. The amount of such compensation is subject to board approval and need not be the same for different people serving in either office at different times but should be based on the amount and quality of service provided to the Chamber and Port Mansfield.

(B) The Board may hire paid employees (such as a part-time office manager), contract for services (such as a tournament director), or solicit consultants as needed.

Section 10.

The Treasurer and other officers so designated by the Board shall be bonded by a sufficient fidelity bond of an amount set by the Board and paid by the Chamber.

Section 11.

Removal of an Officer.

(A) Removal of an Officer of the Chamber because of illegal actions or failure to abide by the objectives or By-laws of the Chamber can be done by a two-thirds (2/3) majority of all Board members, excluding the officer in question.

- (1) Such an action should be pursued only in a closed executive session of the Board for which there has been at least thirty (30) days notice given to all Board members.
- (2) This action shall be considered a confidential personnel matter and the meeting and its details will be closed to all persons except Officers, Directors of the Chamber, any concerned individuals or witnesses involved.
- (3) The officer in question has a right to address the Board prior to any vote being taken.

(B) A recall election can be petitioned by 20% of the Board or the General membership when grounds exist for removal of an Officer and the board takes no action under Section 11 (A).

(1) The recall election shall be an agenda item and take place in a General membership meeting for which there has been at least thirty (30) days posted notice after the recall petition has been signed and verified.

(2) The Officer in question has a right to address the membership prior to any recall vote.

Section 11.

(A) The Vice President assumes the position of Presidency should the President resign or otherwise be unable to complete his/her term of office.

(B) Should a Vice President resign, become President, or otherwise be unable to complete his/her term of office the Board shall then appoint a member of the Board to serve the balance of the current year.

(C) When a member of the board is appointed to an officer position he or she resigns their director position.

ARTICLE V: BOARD OF DIRECTORS

Section 1.

Purpose

(A) To have the governing and policy-making responsibilities for the Chamber, to direct its affairs, and control its property.

(B) No action by any member, committee, Director, or Officer shall be binding upon, or constitute an expression of policy of the Chamber until it shall have been approved by its Board of Directors.

Section 2.

The Board of Directors shall consist of the Chamber officers and seven (7) elected Directors.

(A) Each Director will serve a three (3) year term in an unpaid capacity and may seek re-election.

(B) The past President shall also serve as a Director for one year, if not re-elected or appointed as an officer.

(C) **Sustaining Members**, honorary and lifetime members can serve on the Board if they are elected.

Section 3.
Attendance.

Any Director who is absent from three (3) or more consecutive **monthly** meetings or who, for whatever reasons, after at least six (6) months, seems unable to attend a majority of the **monthly** Board meetings may be subject to removal from the Board by a vote of a majority of board members present at any board meeting.

Section 4.
Removal of a Director.

(A) Removal of a Director from the Board because of illegal actions or failure to abide by the objectives or By-laws of the Chamber can be done by a vote of a two-thirds (2/3) majority of all Board members, excluding the Director in question.

(1) Such an action must be pursued in a closed executive session of the Board for which there has been at least thirty (30) days notice given to all Board members.

(2) The Director in question has a right to address the Board prior to any vote.

(3) This action shall be considered a confidential personnel matter and the meeting and its details will be closed to all persons except Officers, Directors of the Chamber, any concerned individuals or witnesses **directly** involved.

(B) A recall election can be petitioned by 20% of the Board or the voting membership when grounds exist for removal of an Director and the Board takes no action under Section 11 (A).

(1) The recall election shall be an agenda item and take place in a General membership meeting for which there has been at least thirty (30) days posted notice after the recall petition has been signed and verified.

(2) The Director in question has a right to address the Board prior to any recall vote.

(3) The recall election shall take place no later than 60 days after the recall petition has been submitted and verified.

Section 5.
Vacancies on the Board.

(A) To serve the balance of the current year of any position vacated on the Board, the Board shall appoint as a new director that non-elected person from the previous election with the next highest number of Director votes.

(B) Such position shall then be filled by election at the next annual election meeting for the balance of the unexpired term.

ARTICLE VI: COMMITTEES

Section 1.

The Chamber shall have at least the following committees:

(A) Nominating committee

(1) The purpose of this committee shall be to nominate from the membership at least one member for the positions of President and Vice President, at least one member for each Directorship which is up for election and additional nominees as needed if current Directors are running for office or may be likely to be appointed as Secretary or Treasurer.

(2) Composition.

(a) **The Nominating committee will have at least three (3) members appointed by the Board of Directors**

(b) Officers and/or Directors shall be a minority on this committee.

(c) This committee shall not include candidates for nomination.

(B) **Fishing** Tournament committee to organize, promote and hold **Chamber-run fishing tournaments as fund-raisers.**

(1) The **Tournament** Director, appointed by the President **and approved by and answerable to** the Board, shall be chairperson of the **Tournament** committee and can appoint various other committees, solicit committee members or volunteers, and assign responsibilities as necessary to **assure** a successful tournament.

(2) The **Tournament** Board shall consist of Chamber officers and Board members serving concurrently.

(3) The **Tournament Board** has its own set of By-Laws and budget which must be adhered to in putting on the tournament. The **Tournament** budget shall be approved by the Board.

(C) Public Information committee.

(1) Shall consist of the President, the **Tournament** Director, the chairperson of the Advertising and Publicity committee, and, if deemed necessary, another appointee that will act as Chamber spokesperson.

(2) The Public Information committee, in order to provide consistent and factual information to the public, shall be the official source of Chamber information.

(3) Board members, committee chairpersons, committee members, and others should refer questions about Chamber operation and Board decisions to a member of the Public Information committee.

(D) Budget & Finance — an oversight committee to monitor the spending and income of the Chamber, to make financial projections, present a financial summary and proposed budget for consideration prior to the end of the fiscal year, and to have an annual audit of the Chamber's finances by a CPA or audit committee. The Treasurer would work closely with this committee.

Section 2.

Other committees, for whatever purpose or duration, can be created by the President and the Board to meet the needs of the Chamber and their duties might include:

- (A) Advertising & Publicity — to actively promote the Chamber or Port Mansfield through the use of brochures, advertising, signs, special events, **websites**, news releases, **and other means**. The Public Information spokesperson and the Secretary would work with this committee.
- (C) By-laws — to meet the current and changing needs of the membership by **recommending revisions to the By-laws as warranted**. A Parliamentarian can be appointed to work with this committee and to serve as a resource of parliamentary procedure for Chamber meetings.
- (D) Children's Activities — **deals with events for children such as maintaining the park, holiday celebrations, having a piggy perch competition in fishing tournaments, and supporting or providing other youth-centered activities**.
- (E) House — **deals** with the usage, maintenance, rental and cleanup of the Chamber building and grounds. Also involved with social activities such as fishing tournaments, covered dish dinners, the Chamber kitchen, holiday **celebrations**, games, classes, **and other community uses of Chamber facilities**. **The Secretary will work with this committee and maintain a calendar of events**.
- (F) Membership — to solicit new memberships, renewals, and maintain a listing of members. The Secretary and/or Vice President would work with this committee **which will also assist election judges as needed**.
- (G) Telephone — to maintain contact information on all members and to assist in reaching them or other individuals or businesses when necessary. May be used to answer the Chamber phone or fax, **e-mail** and respond to inquires about Port Mansfield. The Secretary, membership committee and possibly the Publicity committee would work with the telephone committee.

Section 3.

The chairperson shall appoint their own committee members, **except those of the Nominating Committee who must be appointed by the Board**. Committee members need not be members of the Chamber and committee chairpersons need not be members of the Board. The President and Vice President shall be notified of all pending committee meetings.

Section 4.

Committee chairperson appointments and all committees except the Fishing Tournament Committee shall cease at the end of the fiscal year and the incoming President will recreate committees as needed. There shall be no term limit for committee chairpersons so long as they are reappointed by the President and, **when necessary**, approved by the Board.

ARTICLE VII: MEETINGS

Section 1.

Agenda.

- (A) The agenda should be prepared-by whichever Officer or Chairperson is calling the meeting.
- (B) Topics for the agenda should be sought from other members.
- (C) Agendas for general meetings **must** be posted and/or made available at the Post Office **and on the website** at least seven (7) days prior to the meeting.
- (D) For **regularly scheduled** Board meetings the agenda should be distributed to Board members in sufficient time for review prior to the meeting **and posted at Post Office and website**

Section 2.

Personal conduct of those attending meetings should remain on a professional basis and personal animosities and conflicts should be minimized for the benefit of Port Mansfield and the Chamber.

Section 3.

Quorum

- (A) Fifteen (15) percent of the voting membership shall constitute a quorum at General meetings of the Chamber. A majority of Directors shall constitute a quorum of the Board of Directors. At committee meetings half of the committee members, but not less than two, shall constitute a quorum.
- (B) A quorum is normally required for any Chamber meeting, including committees, to conduct business.
- (C) If a member of the Board or a committee is unable for good reason to attend a scheduled meeting, the President or chairperson should be notified as soon as possible.
- (D) If a quorum cannot be met.
 - (1) The President or committee chairperson shall notify the attending members that no action can be voted on, though discussion and/or work can still take place.
 - (2) Or that the meeting will be postponed or cancelled.

(E) In the case of a Chamber emergency and in circumstances in which a quorum cannot be met.

- (1) It will be still possible to conduct an item of business if the President or Vice President and all Directors available unanimously agree on the course of action to be taken.
- (2) Any such action shall be noted in a special memorandum placed in the minutes book and shall be reported in the minutes of the next meeting.

Section 4.

Annual Election Meeting.

- (A) The Officers and Directors shall be elected at an annual election meeting which shall be held during the last fifteen (15) days of September and open to all members of the Chamber.
- (B) Written notice of the annual meeting shall be sent to current members and notice posted in three (3) public places including the Port Mansfield Post Office, **as well as the website** for at least fifteen (15) days. Notice shall include the upcoming election and the need to pay membership dues.

Section 5.

General Meetings.

- (A) **Monthly** General meetings of the Chamber should be scheduled in which the Board will inform the membership of Chamber finances, activities and plans.
- (B) **Monthly** General meetings can be suspended when deemed feasible by the Board and a quorum of the membership of the Chamber.
- (C) At least seven (7) days advance notice of General meetings should be posted in three (3) public places including the Port Mansfield Post Office **and website**.

Section 6.

Special General Meetings.

- (A) M may be called by the President at any time, by a majority of the Board, or upon petition in writing **listing the reason for the Special meeting and signed by** at least ten (10) percent of the voting members.
- (B) At least seven (7) days advance notice should be posted in three (3) public places including the Port Mansfield Post Office **and website**.

Section 7.

Emergency General Meetings.

- (A) May be called by the President upon at least twenty-four (24) hours notice to the local membership.
- (B) Such notice shall be given by the telephone committee or written notice in three (3) public places including the Port Mansfield Post Office, **website** and the emergency purpose for the meeting shall be given.

Section 8.

Board of Directors Meetings.

- (A) There should be **monthly** Board meetings held at the Chamber.
- (B) Other board meetings may be called by the President at any time providing at least one (1) day of notice is given to each Director, along with the purpose of the meeting.
- (C) The President shall also call a meeting upon written application of at least three (3) members of the Board.
- (D) **Before the business portion of the meeting public and General member comments should be allowed, not to exceed five (5) minutes per individual or fifteen (15) minutes total. Should more comment time be needed on a particular topic, then that topic should be considered for addition to the agenda for the following meeting or added to the present agenda as new business.**
- (E) At Board meetings, only Officers and Directors may submit items of business that require a vote or action.
- (F) Committee chairpersons are encouraged to attend scheduled Board meetings to present committee reports and shall be allowed greater participation in Board discussions.
- (G) Though general members and the public may attend Board meetings they shall not participate in discussions during the business portion of the meeting unless the President makes such an allowance.
- (H) **Meeting minutes will be posted at Post Office, on the website, and otherwise made available upon request.**

Section 9.

Emergency Board Meetings by Telephone **or e-mail.**

- (A) In case of an emergency, action may be taken by the Board with a telephone or e-mail concurrence of a majority of the members, providing a reasonable attempt has been made to contact all Officers and Board members.
- (B) Actions taken shall be noted in a special memorandum placed in the minutes book and shall be reported in the minutes of the next meeting.

- (C) If a member is absent from a meeting that has a quorum but still requires the member's vote, then that vote may be taken by telephone or e-mail during or after the meeting, or before if the item was already on the agenda for a vote and the member gave notice of inability to attend the meeting.
- (D) Executive sessions closed to the public are permitted only for personnel matters relating to Article IV Section 11, and Article V Section 4. The outcome of actions taken will be noted in the meeting minutes.

Section 10.
Committee meetings.

- (A) May be called at any time by the President or Committee Chairperson if there is at least one (1) day of notice is given to committee members.
- (B) At least half of the committee members, but not less than two, must be able to attend.

Section 11.
Voting at meetings.

- (A) To be eligible to vote at any meeting, one must be a voting member eligible to participate and vote in the particular type of meeting being attended.
- (B) Voting by proxy is not allowed in any Chamber meeting.

ARTICLE VIII: PROCEDURE FOR THE ANNUAL ELECTION MEETING

Section 1. Nominations.

- (A) A nominating committee of not less than three (3) members shall be appointed the Board, at least thirty (30) days prior to the annual election meeting.
- (B) The nominating committee shall seek and file a list nominees with the Secretary not less than fifteen (15) days prior to the annual election meeting and that list shall be included in the election meeting notice sent out to members, placed on the agenda and website posted not less than ten (10) days prior to the election meeting.
- (C) Nominations may be made by any member from the floor during the election meeting.
 - (1) A nomination shall be considered valid only after the person being nominated has conveyed to the nominating committee a willingness to serve if elected.
 - (2) Persons nominated from the floor must recognize that they will be at a disadvantage since their name was not included on the ballots mailed to members and already returned.

Section 2.

Qualifications for Nomination.

- (A) To be eligible **for nomination to be** President or Vice President, one must be a permanent resident of Port Mansfield and have been a business or individual member of the Chamber for the entire preceding fiscal year.
- (B) To be eligible **for nomination to be** a Director, one must be a permanent resident of Port Mansfield, or if residing out of town must be able to attend a majority of the **monthly** Board meetings, and be a **voting** member of the Chamber.
- (C) All nominees are expected to place the interests of the Chamber and its objective of promoting Port Mansfield ahead of any personal or business financial interests when involved with Chamber functions, obligations or opportunities.
 - (1) Nominees must be capable and willing to meet the duties and responsibilities of the office for which they are nominated.
 - (2) The Board shall rule on any complaint that these ethical considerations might have been violated.

Section 3.

Notification.

- (A) At least ten (10) days prior to the annual **Election** meeting, the Secretary shall **be responsible for** mailing to all potential voting members the list of nominees.
- (B) **Included will be the selections by the Nominating committee and any floor nominations made in meetings before the list is filed with the Secretary by the Nominating Committee at least fifteen (15) days prior to the annual meeting.**
- (C) Nominees from the floor should be noted as such on the list submitted.
- (D) Every effort should be made that this nominee list be timely and complete because it will serve as a ballot for absentee voting.

Section 4.

Voting.

- (A) To be eligible to vote in the election, one must have paid dues for the **next** fiscal year.
- (B) Voting by proxy is not allowed at the annual Chamber meeting.
- (C) Nominees receiving the highest number of votes shall be declared elected.
- (D) A run-off election shall be held in case of a tie vote.
- (E) All voting at the annual meeting shall be by ballot, including absentee ballots.

- (1) At least 30 days prior to the annual election the PMCC shall mail a membership renewal /solicitation letter with a ballot to all eligible voting members.
- (2) Ballots will have a sequential control number to be used only for the purpose of identifying copied or forged ballots. No cross-reference of number and name will be allowed and this statement should be included on the ballot.
- (3) Included with the ballot will be a sealable envelope marked BALLOT. Voters will be instructed to return this envelope inside of the included SASE that they will return along with their membership application and dues. The outside of this envelope will include the PMCC address and the words "Ballot Enclosed".
- (4) Upon receipt of these envelopes the outside envelope will be opened
- (5) and the member logged in as a paid member. Their sealed BALLOT envelope will then be deposited into a locked ballot box.
- (6) On election night the judges will open the locked Ballot Box, open the BALLOT envelopes and tally the votes.
- (7) If there are more ballots cast than paid members the ballots will be reviewed for the control number. Any control numbers that did not originate from the Port Mansfield Chamber of Commerce will be disqualified. If duplicated numbers appear, all same numbers will be disqualified.

Section 5.

Absentee Voting.

- (A) Members unable to attend the annual meeting may vote absentee by indicating their choices on the nominee list which will be mailed to each member **prior to the annual Election meeting.**
- (B) Members may write in the name of anyone they wish for the offices to be filled.
- (C) **The ballots sent to Chamber members will be numbered and only one vote per membership eligible to vote will be allowed.**
- (D) **It is the member's responsibility to mail or otherwise return the absentee ballot before the election.**
- (E) **Members planning to attend and vote at the election meeting should bring their ballot.** Absentee ballots must be delivered to the Secretary, election judges or other officer of the Chamber prior to the start of the annual meeting.

Section 6.
Election Judges.

- (A) The President shall appoint a committee of two (2) **election** judges who are Chamber members but not on the Board, not on the Nominating committee, or candidates for election.
- (B) **The judges will review the numbered absentee ballots to identify any members have already voted.**
- (C) These judges shall **distribute and collect ballots from** those deemed eligible to vote, tabulate the ballots, and report the election results to the President. **Election results, including vote counts, will be posted in Election meeting minutes.**

Section 7.
Election Order.

The order of election shall be as follows:

- (A) Election of the President shall be for a one (1) year term.
- (B) Election of the Vice President shall be for a one (1) year term.
- (C) Election of the Directors shall be for a three (3) year term.
 - (1) Two (2) Directors shall be elected annually.
 - (2) One (1) additional Director elected every third year.
 - (3) Those candidates getting the most votes shall be awarded full terms of office with the shorter and/or unexpired terms being filled by candidates getting progressively fewer votes.
- (D) The newly elected Officers and Directors shall take office at the first regular Board meeting in October **after taking Oath of Office which shall be:**

I, (person's name), solemnly swear or affirm that I will perform my duties as (position elected or appointed to), of the Port Mansfield Chamber of Commerce in compliance with its goals, objectives and By-Laws.
- (E) Appointment of Secretary and Treasurer shall be made after the newly elected President takes office and is subject to Board approval.

Section 7.

In the event a Director is elected to the office of President or Vice President or is appointed to the office of Secretary or Treasurer, the vacated position of Director shall be filled from the same election **by the person getting the next highest number of Director votes.**

ARTICLE IX: PARIAMENTARY PROCEDEDURE

Section 1. Formality.

- (A) Since the Port Mansfield Chamber Board of Directors will normally have twelve (12) or less members attending, some of the formality necessary in a large assembly would stand in the way of accomplishing business quickly.
- (B) As a result, the procedures governing these meetings can be relaxed somewhat, at the President's discretion, to allow informal discussion on un-seconded motions, less formal debate, more input from officers, and discussion participation by non-Board members.

Section 2.

A Parliamentarian can be appointed by the President if such an office is deemed to be necessary and an individual skilled in parliamentary law or procedure is available and willing to act as an advisor to the presiding officer.

Section 3.

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles of Incorporation of the Chamber or these By-laws.

ARTICLE X: AMENDMENTS

Section 1.

Proposals for amending these By-laws can be submitted by any member to the Board of Directors at any general, special or Board of Directors meeting.

Section 2.

Proposed By-law changes shall be posted in at least three (3) public places in Port Mansfield including the Port Mansfield Post Office **and website** for at least thirty (30) days and then voted on at the next general or special meeting, provided a quorum exists.

Section 3.

It is permissible to amend any of the proposed By-law changes from the floor during the meeting at which the proposed Bylaw changes are being voted on.

PREVIOUS REVISION ADOPTED BY MAJORITY VOTE, MAY 1992

AMENDED BY MAJORITY VOTE OF GENERAL MEMBERSHIP ON JULY 11, 1996

These proposed amendments will be presented to the Board on February 21, 2006.

