

BY-LAWS

OF THE

GREATER HOUSTON

GLBT

CHAMBER OF COMMERCE

As Updated February 15, 2008

**BY-LAWS OF THE GREATER HOUSTON GLBT
CHAMBER OF COMMERCE**

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**CONSTITUTION AND BY-LAWS
OF THE GREATER HOUSTON GLBT CHAMBER OF
COMMERCE**

ARTICLE I

DEFINITIONS

In this document certain words and phrases are defined as follows:

- Section 1.1 “Board” The Board of Directors of the Greater Houston GLBT Chamber of Commerce.
- Section 1.2 “Chamber” The Greater Houston GLBT Chamber of Commerce.
- Section 1.3 “Member” A business, non-profit, or individual. All members shall have voting privileges in the “Chamber.”
- Section 1.4 “Director” A member of the “Board of Directors.”
- Section 1.5 “Entire Voting Membership” All “Members” in “Good Standing.”
- Section 1.6 “Good Standing” Owes no money to the “Chamber,” is not more than two months lapsed in dues and is not in violation of these bylaws.
- Section 1.7 “Majority” Unless otherwise specifically provided, a “Majority” shall mean more than fifty percent of “Voting Members” present at a “Meeting.”
- Section 1.8 “Meeting” Any regular or special “Meeting” of the membership or Board Directors.
- Section 1.9 “Quorum” Twenty “Members” in “Good Standing,” of which at least 5 are Directors shall constitute a quorum at a membership meeting, and 51% of Directors, of which 4 shall be officers, shall constitute a quorum of the Board. A “Quorum” is required to transact business.

ARTICLE II

NAME

Section 2 The name of the “Chamber” shall be known as the Greater Houston GLBT Chamber of Commerce.

ARTICLE III

PURPOSES

Section 3.1 This organization shall foster and promote the economic development and vitality of gay, lesbian, bisexual, transgender and supportive heterosexual businesses and professional organizations in the greater Houston area.

Section 3.2 This organization shall facilitate the exchange of ideas, resources, information and networking opportunities with its members.

Section 3.3 This organization shall promote a positive image of the diversity of gay and lesbian citizens in view of further strengthening our position in society.

Section 3.4 This organization shall provide opportunities for the personal, professional and social growth of its members.

ARTICLE IV

MEMBERSHIP

Section 4.1 Eligibility and Application
Requirements and eligibility for membership shall be determined annually by the “Board” and shall include submitting a membership application. These requirements and eligibility shall be approved annually no later than January 31st. Membership applications shall include a statement of commitment of non-discrimination in the workplace.

Section 4.2 Types of Membership
There shall be three categories of membership: 1) individual 2) non-profit/small business and 3) business. Individual membership shall include one (1) member. Non-profit/small business membership shall include no more than three (3) members and business membership shall include no more than five (5) members. The board may offer a tiered level of non-

profit and business memberships and may increase the number of memberships to concur with the amount of annual dues. These tiered levels must be approved by the board annually no later than January 31st.

Section 4.3 Benefits of Membership

The benefits and privileges of each type of membership shall be determined by the “Board” And approved annually no later than January 31st.

Section 4.6 Termination of Membership

Memberships may be terminated by 2/3 vote of the “Board” for business or professional conduct considered discrediting to the “Chamber.” No membership shall be terminated for such conduct without opportunity of a hearing before the “Board,” at a stated time and place, With at least two (2) weeks notice.

Section 4.8 Appeal of Termination

The right to appeal by a member shall not be denied and, upon written request, the appeal shall be presented to the entire membership at a “Meeting” to be held within forty-five days of such request. A “Majority” of “Voting Members” at such a “Meeting” shall decide to grant or deny such appeal.

Section 4.9 Length of Termination

A terminated member may rejoin after one full year From the date of termination.

Section 4.10 Lapse of Membership

Membership shall lapse upon death or resignation of a member, cessation of the member business, or upon non-payment of fees.

Section 4.11 Membership Fees

Membership fees shall be determined each year by 1) a “Majority” vote of the “Board” and 2) approval by the membership no later than the January regular “Meeting.” Payment of fees shall entitle the member to all benefits and privileges of the pertinent membership.

Section 4.12 Refunds

There shall be no refunding of membership fees for any reason.

ARTICLE V

OFFICES

Section 5.1 Place

The principal office of the “Chamber” shall be situated in the city of Houston, Texas. The “Chamber” may establish and maintain an office at a designated place within the city, as the “Board” may from time to time determine.

Section 5.2 Books and Records

There shall be kept with the “Chamber” treasurer all books or records of membership and all books of account of the activities and transactions of the “Chamber,” including a minute book, which shall contain a copy of the Articles of Incorporation, a copy of these by-laws and all amendments thereto and all minutes of the “Meetings” of the membership and “Board.”

Section 5.3 Seal

The treasurer shall have custody of the seal of the “Chamber”(as may any other officer or “Director” or Registered Agent, if authorized by the “Board”) and may affix it to any instrument requiring a corporate seal.

ARTICLE VI

MEETINGS

Section 6.1 Quorum A “Quorum” shall be necessary to transact business.

Section 6.2 Annual Meeting

The annual “Meeting” of the “Chamber” shall be held annually in the month of November on a date and in a place determined by the Board. Notice shall be given by the secretary, in writing, to all members no later than fourteen days prior to said date. The notice shall set forth the following items of business to be conducted at the “Meeting”:

- a) President's report;
- b) Treasurer's report, including an itemization of income and expenses since the last annual "Meeting";
- c) Committee reports;
- d) Election of the "Board";
- e) Any new business

Section 6.3 Regular Meetings

Regular "Meetings" of the "Chamber" shall be held bi-monthly at any time and place as may be determined by the "Board." Notice of a regular "Meeting" shall be in writing to all members no later than seven days prior to the date of the "Meeting."

Section 6.4 Special Meetings

A special "Meeting" of the "Chamber" may be called at any time and place by any three "Directors," or by written request of ten members. Notice of the "Meeting" shall be in writing via postal mail or electronic mail to all members no later than seven days prior to the date of the "Meeting." The notice shall be signed by the persons calling the "Meeting," and the business at the "Meeting" shall be limited to the matter(s) set forth in the notice.

Section 6.6 Transaction of Business

Unless otherwise specifically provided, a "Majority" shall decide all motions. When a "Majority" of "Members" so requests, any vote shall be taken by closed ballot. When it is determined that less than a "Quorum" is present at any time during any "Meeting," the presiding officer shall adjourn the "Meeting." All "Meetings" of the "Chamber" shall be governed by Robert's *Rules of Order*.

Section 6.7 Proxy Voting

There shall be no voting by proxy of any of the members at any "Meeting."

Section 6.8 Voter Eligibility

Unless otherwise specifically provided, only "Members" in "Good Standing" and who are present at a "Meeting" are eligible to vote. A majority vote shall prevail.

ARTICLE VII

BOARD

Section 7.1 Powers and Duties

The business of the “Chamber” shall be conducted by the “Board” who may exercise all of the powers of the “Chamber” except as otherwise provided by law, by the Articles of Incorporation or by these by-laws. During their term, “Directors” shall serve on at least one committee as determined by the “Board.”

Section 7.2 Composition and Term

The Board shall consist of the Immediate Past President as a non-voting ex-officio member and 15 voting directors. Seven directors shall be elected by the general membership each year to serve a two-year Director term (to ensure a revolving transition of leadership). The President shall serve as a one-year Director term and shall not be counted in the 14 two-year terms. The President’s term will begin following the term of President-Elect as stated in Article VIII Section 8.1 If the President-Elect has one year remaining for his/her term when stepping into the office of President, the remaining unfilled term must be filled by special election.

B. Eligibility

A member must have been a member in good standing for three consecutive months to eligible to run for a position on the Board.

Section 7.3 Election

Directors shall be elected annually by vote of the general membership at the annual meeting. Absentee ballots shall be mailed to the general membership no less than 14 days prior to the annual meeting. Members must self nominate no later than 30 days prior to the annual meeting to be listed on the absentee ballot. Self nominations can be taken from the floor at the annual meeting prior to the election. The election process shall be overseen by the elections committee.

Section 7.5 Resignation

Any “Director” may resign by delivering a written resignation to the secretary of the “Chamber.” Such resignation shall be effective upon receipt or at a time specified therein.

- Section 7.6 Vacancy
Any vacancy on the “Board” shall be filled by election of the general membership. The vacancy must be announced no later than 14 days prior to the membership meeting at which nominations will be taken and the election be held.
- Section 7.8 Removal of a “Director”
A “Director” may be removed from office for business or professional conduct considered discrediting to the “Chamber” by a vote of not less than two-thirds of the “Entire Membership.” Notification of such vote must be given no less than 14 days prior to said vote. Said vote shall be upon petition of any ten members of the “Chamber.” Absence of a “Director” from three consecutive “Meetings” of the “Board” may be cause for removal. Such removal must be done by a majority vote of the board.
- Section 7.9 Regular Meetings
Regular “Meetings” of the “Board” shall be held bi-monthly, and meetings of the Executive Board (all Board officers) shall occur monthly. Both shall be held at a time and place as determined by the “Board.” All “Meetings” are open to the general membership.
- Section 7.10 Special Meetings
A special “Meeting” of the “Board” may be called at any time and place by the president, or by any three “Directors.” Notice of the “Meeting” shall be in writing, signed by the person(s) calling the “Meeting.” Business at the “Meeting” shall be limited to the matter(s) set forth in the notice.
- Section 7.11 Notice of Meetings
Notice of any “Meeting” which is required in this section shall be in writing via postal mail or electronic mail, shall set forth the business to be considered by the “Board,” and shall be mailed to each “Director” at least forty-eight hours before the “Meeting.”
- Section 7.12 Telephone Polls
When it would be impractical to give the required forty-eight hour notice, an action by the “Directors” may be taken without a “Meeting” upon a telephone poll or electronic mail poll of the “Directors” if a written ratification is signed thereafter by a “Majority” of the “Directors.” Such ratification shall be filed with the records of the “Chamber.”

Section 7.13 Conflict of Interest, Part 1

No “Director” may vote on any expenditure of money to an organization or business, for whatever purpose, in which the “Director” has any personal or financial interest.

ARTICLE VIII

OFFICERS

Section 8.1 Composition and Term

The officers of the “Chamber” shall be a President, President-Elect, Vice President of Communications, Vice President of Programming, Vice President of Membership, Treasurer and Secretary, and shall serve for a term of one-year.

Section 8.3 Election and Succession

At the first “Meeting” of the “Board” following the annual “Meeting” of the “Chamber” the newly elected “Board” will elect from its “Directors” a President-Elect, Vice President of Communications, Vice President of Programming, Vice President of Membership, Treasurer and Secretary, Newly elected officers shall take office January 1st. The President shall take office January 1st following his/her term as President-Elect.

Section 8.4 Removal

An officer may be removed from office for business for professional conduct considered discrediting to the “Chamber” by a vote of not less than two-thirds of the “Entire Voting Membership.” Said vote shall be upon the petition of any ten members of the “Chamber.” Notification of such vote must be made no less than 14 days prior to the meeting at which said vote will take place.

Section 8.5 Vacancy

In the event of a vacancy in the Presidency, the President-Elect shall assume the office of the president for the balance of the term and will continue the term following the year as originally elected. In the event of such transition, the position of President-Elect shall remain unfilled for remainder of the term. In the event of a vacancy in the office of any Vice President, Treasurer or Secretary, the office(s) shall be filled by the “Board” and such replacement(s) shall hold office for the balance of the term.

Section 8.6 Powers and Duties

- a) The President shall be the chief executive officer of the “Chamber,” and shall preside at all “Meetings” of the membership and the “Board.” The President shall have the power to sign documents as the office requires or as instructed by the “Board.” The President shall issue checks jointly with the treasurer. The president shall make reports to the “Board” and perform such duties and have such powers as the “Board” may from time to time designate. The President shall be the spokesperson for the “Chamber.” The President shall submit the annual report in writing to the “Chamber” no later than 14 days before the annual “Meeting.”
- b) The President-Elect shall perform such duties and have such powers as the “Board” may from time to time designate and shall assist the president as required. In the absence of the President at any “Meeting” of the membership or the “Board,” the President-Elect shall serve as the presiding officer. In the absence of the President, the President-Elect shall be the official spokesperson for the “Chamber.”
- c) The Treasurer shall, subject to the direction and supervision of the “Board,” have general charge of the financial affairs of the “Chamber.” The Treasurer shall receive monies on behalf of the “Chamber” and have custody thereof, and shall deposit all monies in the name and to the credit of the “Chamber.” The Treasurer shall disperse funds jointly with the President upon instructions from the “Board,” reflecting votes taken by the membership, and shall have custody of deeds, securities, notes, contracts and other valuable documents of the “Chamber.” The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the “Chamber,” and shall make reports as the President or “Board” require and shall prepare an annual financial statement in writing for the annual “Chamber” “Meeting.” The treasurer shall submit to the membership for approval at the annual “Meeting” before the commencement of the fiscal year a full, actual and complete budget by item and category. The Treasurer shall also prepare a monthly report for the membership which lists expenditures and remaining balances for each budget category, and a complete list of income by source. The Treasurer shall select, with the approval of the “Board” an accountant to aid in the preparation and filing of all appropriate federal, state and local financial forms.

- d) The Secretary shall keep a record of the “Meetings” of the membership and of the “Board,” all Chamber correspondence give notice of “Meetings,” maintain and update the list of members in conjunction with the Vice President of Membership, take a roll at each “Meeting,” and validate all votes taken. Upon the request of a member, the Secretary shall send to that member the minutes of the pertinent “Meeting.” The Secretary shall perform all other incidental duties as the “Board” shall from time to time require. In the absence of either the President or the Treasurer, the Secretary shall disperse funds jointly with the available officer. In the absence of the secretary at any “Meeting,” the “Board” shall appoint a temporary Secretary who shall assume the Secretary’s responsibilities for that “Meeting.”
- e) The Vice Presidents of Communications, Programming and Membership shall serve as the chairs of the Communications Committee, Programming Committee and Membership Committee respectively. The Vice Presidents will be subject to the direction and supervision of the “Board,”

ARTICLE IX

COMMITTEES

Section 9.1 Standing Committees

Standing committees shall be chosen annually by the “Board” and shall include, but are not limited to, 1) the elections committee 2) the Membership Committee, 3) the Programming Committee and 4) Communications Committee.

Section 9.2 Committee Membership

Unless otherwise specifically provided, positions on committees shall be filled by volunteers.

Section 9.3 Elections Committee

- a) The Elections Committee shall be responsible for overseeing the election of the Board, including the nominations process, absentee ballots, and the election, as well as elections to fill vacancies.

Section 9.4 Membership Committee

The Membership Committee shall be responsible for soliciting new members for the “Chamber.” All aspects of membership as well as work in conjunction with the Secretary to keep an updated list membership roster.

As Updated February 15, 2008

- Section 9.5 Communications Committee
The Communications Committee shall be responsible for all Chamber Membership communications as well as public relations and marketing.
- Section 9.6 Programming Committee
The Programming Committee shall be responsible for all monthly programming as well as membership activities and educational programming.
- Section 9.7 Other Committees
With the advice and consent of the “Board,” the President may establish other committees to assist the purposes and objectives of the “Chamber,” which committee(s) shall perform such functions and make reports as the membership shall determine and define, and shall have such composition, authority and limitations as shall be specified by the membership. The chair of said committee shall be appointed by the President with the approval of the Board.

ARTICLE X

INDEMNIFICATION

- Section 10 An officer or “Director” of the “Chamber” shall not be personally liable to the “Chamber” or its members for monetary damages for breach of fiduciary duty as an officer or “Director” notwithstanding any provision of law imposing such liability, except for liability (i) for any breach of the officer's or “Director's” duty of loyalty to the “Chamber” or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct of a knowing violation of law, or (iii) for any transaction from which the officer or “Director” derived an improper personal benefit. No amendment to, or repeal of, this provision shall apply to, or have any effect on, the liability or alleged liability of any officer or “Director.”

ARTICLE XI

IMPLEMENTATION

Section 11 These by-laws shall be effective immediately upon an affirmative vote of the membership at its February 1996 regular “Meeting.” Pursuant to a vote taken at a “Meeting” of the “Board,” the present “Board” agreed to remain in office until December 31, 1996, unless specified at the February 1996 “Meeting,” in order to effectuate a smooth transition of responsibility. Revisions to said By-Laws are to be documented, voted upon, and distributed to the membership in good faith.

ARTICLE XII

FISCAL YEAR

Section 12 This fiscal year of the “Chamber” shall be the calendar year.

ARTICLE XIII

DISSOLUTION

Section 13.1 Procedure

Dissolution of the “Chamber” shall be effected in accordance with the laws of the State of Texas and in accordance with the Articles of Incorporation as the same now exist or as they may be amended from time to time, and only upon the affirmative vote of two-thirds of the members of the “Chamber.” A vote to dissolve the “Chamber” may be held at any regular or special “Meeting” of the “Chamber” called for that purpose. Prior to taking such vote, the secretary shall certify that the “Entire Voting Membership” has been notified in writing of the proposed vote, or that the secretary has made reasonable and diligent efforts to so notify the “Entire Voting Membership.”

Section 13.2 Assets and Debts

Upon dissolution of the “Chamber,” all of the assets of the “Chamber” remaining after payment of outstanding obligations, and as required by law, shall be distributed to organizations that qualify under Section 501(c)(3) and Section 501(c)(6) of the Internal Revenue Code, in a manner to be determined by the membership.

ARTICLE XIV

AMENDMENTS

Section 14 These by-laws may be altered, amended or repeated at any annual or special “Meeting” of the “Chamber” by a vote of two-thirds of the “Voting Members” present provided that notice of the proposed amendment has been sent to the members no fewer than fourteen days prior to the “Meeting.”

ARTICLE XV

RESERVATION OF POWERS

All powers not delegated by the Articles of Incorporation, or these Bylaws are reserved to the Board of Directors and may be exercised in accordance with the laws of the State of Texas and the United States of America.