



GCCE BYLAWS

ARTICLE I - GENERAL

SECTION 1 - NAME

This organization shall be known as the Gulf Coast Chamber Executives, "GCCE" (The Organization).

SECTION 2 - MISSION STATEMENT

GCCE is organized for the purpose of advancing leadership skills and further developing the professional growth of Chamber of Commerce executives.

SECTION 3 - LIMITATIONS

The Organization 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 of 1986, as amended.

ARTICLE II - MEMBERSHIP AND DUES

SECTION 1 - ELIGIBILITY

All Texas Gulf Coast area Chambers of Commerce, staff, associated businesses and individuals which may be interested in the goals and objectives of GCCE may become members. Such membership is subject to the payment of Membership Dues and to the approval of the Executive Committee of GCCE.

SECTION 2 - DUES

Acceptance of dues from Chambers of Commerce, staff, associated businesses and individuals makes that Chamber of Commerce, staff member, associated business or individual a member. The membership fee shall be determined by GCCE.

SECTION 3 - USE OF FUNDS

GCCE shall use its funds only to accomplish the objectives and purpose specified in these By-Laws, and no said funds shall be distributed to the members of GCCE except as provided by the scholarship program or sponsorships. Any funds remaining in the event of dissolution of GCCE shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Executive Committee of the Gulf Coast Chamber Executives.

SECTION 4 - VOTING AND OTHER PRIVILEGES

Members of GCCE must pay membership dues in full to GCCE before being permitted to vote or exercise other privileges of GCCE.

SECTION 5 - TERMINATION

Any member may resign from the Organization upon written request to the Executive Committee. Any dues paid in advance shall be forfeited upon resignation.

Any member may be removed from membership by a vote of two-thirds (2/3) of a quorum of the Organization members at any regularly scheduled meeting, if such member is delinquent in the payment of dues or other charge incurred at the request of or for the benefit of the member, within the earliest of ninety (90) calendar days after the date they are due or incurred. Written notice shall be mailed to the member after sixty (60) calendar days of non-payment to the member to advise such member that if the dues or charges are not paid, the account will be presented to the Executive Committee for appropriate action.

Any member may be expelled by a vote of two-thirds (2/3) of a quorum of the Organization members present at any special or regular meetings of the Executive Committee for conduct unbecoming of a member or which is prejudicial to the objectives or reputation of the Chamber. Such action by the Executive Committee shall be preceded by a ten (10) calendar day written notice with the opportunity for a hearing before the Executive Committee. If the member is expelled, any dues paid in advance shall be forfeited.

SECTION 6 - VOTING RIGHTS

No member shall be entitled to vote in any election if the member's dues are past due. Members in good standing shall be limited to one vote regardless of the amount of subscription or dues paid.

SECTION 7 - TERMS OF MEMBERSHIP

After election, membership is continuous and each member will be responsible for payment of dues until withdrawal in writing has been received by the Treasurer or President or upon suspension by the Executive Committee.

SECTION 8 - CLASSIFICATION

GCCE shall be comprised of Chambers of Commerce Staff, Associated Business Members, Individual Members, and Lifetime Members.

SECTION 9 - LIFETIME MEMBERSHIP

Any person who has been an active member of GCCE for a minimum of ten (10) years and has rendered service of unusual distinction to GCCE, may be considered for Lifetime Membership. Lifetime Membership in GCCE is an honorary position and shall include all the benefits of membership with the exception of voting privileges. No dues will be charged to Lifetime Members. Nominations for Lifetime Membership consideration should be submitted to the President, who will present the nomination to the Executive Committee. After review of criteria as outlined in the nomination form, and approval by the Executive Committee, the name can be referred by the Executive Committee at any regular meeting of GCCE and will require a majority vote by the membership present.

SECTION 10 - QUORUM

At any meeting of GCCE, a quorum shall consist of the members present.

ARTICLE III - FINANCES

SECTION 1 - FUNDS

All dues, fundraising and contributed money paid to GCCE shall be placed in a general operating fund.

SECTION 2 - DISBURSEMENTS

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses as provided for in the budget without additional approval of the membership. Disbursements will be made by check. Two approvals are required on all payment procedures. Authorized signers shall include the President and any member of the Executive Committee (updated annually with the GCCE Bank).

SECTION 3 - FISCAL YEAR

The fiscal year of GCCE shall begin January 1 of each year and close on December 31 of each year.

SECTION 4 - BUDGET

No later than the December meeting each year, an annual budget shall be prepared by the Treasurer and presented to the membership for review.

SECTION 5 - FINANCE REVIEW COMMITTEE

The Finance Review Committee shall be comprised of the Treasurer, President, Vice President and two GCCE members in good standing. The two GCCE members shall be nominated by the Executive Committee. The Finance Review Committee shall meet quarterly.

SECTION 6 - ANNUAL FINANCIAL REVIEW

The accounts of the Organization shall be reviewed annually by the Finance Review Committee as discussed in Section 5 above, or by a Certified Public Accountant, if prescribed by a majority vote of the Executive Committee.

SECTION 7 - TAX FILINGS

The Organization shall engage a CPA to prepare the Organization's annual 990 Report. The tax return will be submitted to the President and Treasurer of the Executive Committee for review and execution. The President and Treasurer will then be responsible to file the tax return in a timely manner.

ARTICLE IV - OFFICERS

SECTION 1 - COMPOSITION

The government of GCCE, the direction of its work, and the control of its property shall be vested to its membership. The membership shall elect a slate of officers including: President, Vice President, Secretary, Treasurer, Historian and Past President. The officers shall make up the Executive Committee.

SECTION 2 - ELECTION OF OFFICERS

By the September meeting, the current President shall appoint a Nominating Committee of at least three (3) members in good standing, one of which should be a past president, to nominate a slate of officers for the positions of President, Vice President, Secretary, Treasurer and Historian, who will serve during the next calendar year. The Nominating Committee shall present its Slate of Nominees at the October meeting for election. The election of these officers will be by majority vote of the membership present.

SECTION 3 - FILLING OF OFFICER VACANCIES

The membership shall have the power to fill any vacancies upon recommendation of the Executive Committee and/or the Nominating Committee that may occur during the year and said Officer shall serve for the remaining term of his/her predecessor.

SECTION 4 - TERMS OF OFFICE OF OFFICERS

Officers will serve one-year terms and can be re-elected.

SECTION 5 - REMOVAL OF DIRECTORS

One or more of the Executive Committee may be removed with cause at any time by a two-thirds vote of the Organization members that constitute a quorum at any Organization meeting or special meeting called for that purpose.

ARTICLE V - OFFICERS DUTIES

SECTION 1 - PRESIDENT

The President shall preside at all meetings of GCCE. The President shall perform all duties incidental to the office and advise such action as may be deemed by him/her likely to increase the usefulness of GCCE.

SECTION 2 - VICE PRESIDENT

The Vice President shall preside at all meetings of GCCE at which the President is not in attendance and shall otherwise perform the duties of the President when the President is unavailable to perform said duties. The Vice President shall be the coordinator of the Annual Leadership Conference with assistance of an appointed committee.

SECTION 3 - PAST-PRESIDENT

The Past-President shall act in the absence of the President and Vice President, and in the absence or disability of the two officers named, the Treasurer shall act temporarily as presiding officer.

SECTION 4 - TREASURER

The Treasurer will provide a monthly financial report of all income and expenses at each monthly meeting. The Treasurer is also responsible for invoicing membership investments and keeping up-to-date records of all paid members and their contact information. He/She shall provide an annual financial update of GCCE's finances which shall be available at the annual meeting. The Treasurer will also preside over the Finance Review Committee (Article III-Section 5).

SECTION 5 - SECRETARY

The Secretary shall be responsible for the taking of the minutes of all regular and special meetings of the Executive Committee and presenting those minutes at the next regular meeting of GCCE.

SECTION 6 - HISTORIAN

The Historian shall be a member, in good standing, of GCCE for at least 15 years. The Historian will have an excellent knowledge of and understanding of people and events of the GCCE organization. The Historian may maintain update documents and memorabilia of the Organization to the database. Additionally, the Historian will provide an "Annual Review" of what was accomplished during the calendar year.

ARTICLE VI - COMMITTEES

SECTION 1 - APPOINTMENT AND AUTHORITY

The President shall appoint all committee chairs and committees, subject to the confirmation by the membership. Each head of a committee shall be responsible to the membership for the organization, responsibilities, and capabilities of that committee.

SECTION 2 - FUNCTION

It shall be the function of the committees to investigate and make recommendations. They shall report to the membership. No standing or special committee shall represent GCCE in favor of or opposition to any project without specific confirmation of the membership to that committee.

ARTICLE VII - MEETINGS

SECTION 1 - REGULAR MEETING

The regular monthly meeting of the membership shall be held on the fourth (4th) Friday of each month, unless otherwise agreed upon in advance by the membership. Changes should be based upon special events, holidays or other factors that necessitate the change in date.

SECTION 2 - SCHOLARSHIP COMMITTEE

No later than the March meeting, the current President shall appoint a Scholarship Committee of at least three (3) members in good standing, of which at least one member should be a past president, to review scholarship applications and determine if qualified to receive scholarship monies. The scholarships shall be awarded at the May meeting.

SECTION 3 - OTHER MEETINGS

The President may call for additional meetings as required to conduct the business of GCCE.

SECTION 4 - MEETING NOTICE

Each member of GCCE shall be given notice of every regular or other meeting, and such notice shall be given at least five (5) days in advance of the meeting date.

SECTION 5 - RIGHTS

All members in good standing shall be entitled to speak and vote on any subject brought before GCCE for consideration. At the discretion of the President, debates may be limited.

ARTICLE VIII - PARLIAMENTARY RULES

SECTION 1 - PARLIAMENTARY AUTHORITY

In all meetings of GCCE, the proceedings shall be governed by parliamentary rules currently in common use.

SECTION 2 - AUTHORITY

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 Charter or By Laws of GCCE.

ARTICLE IX- INDEMNIFICATION

To the maximum extent allowed by and pursuant to the procedures set forth in Texas law, including Chapters 8 and 22 of the Texas Business Organizations Code, the Organization may, by resolution of the Executive Committee, indemnify a director, officer, committee member, employee, or agent of the Organization who was, is, or may be named defendant or respondent in any action, suit, or proceeding as a result of his or her actions or omissions within the scope of its, his or her official capacity in the Organization, except in relation to matters as to which such individuals are adjudged to be liable for misconduct or negligence misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for misconduct or negligence. The Organization may purchase and maintain at its expense, insurance on behalf of such persons to the fullest extent permitted by applicable law against any liability asserted against such persons and incurred by such persons in any such capacity or arising out of such persons' official capacity in the Organization.

ARTICLE X - AMENDMENTS

These bylaws may be amended by a majority vote of the members in good standing in attendance at any special meeting called for that purpose provided that said amendments shall be plainly stated in the call for the meeting at which they are to be considered.

Adopted this 13 day of December 2024.