

Guidelines

for

Greater Boerne

Chamber of Commerce

Councils & Committees

Greater Boerne Chamber of Commerce

www.boerne.org

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Notes

Introduction

The role of the Chamber of Commerce is:

- To uphold our Mission Statement: “To develop leadership and partnerships which promote prosperity and enhance quality of life.”
- To provide a strong and proactive voice for members
- To act as an avenue to promote and inform businesses about relevant trends
- To provide opportunities for members to network for the betterment of their businesses
- To unite and sustain the viability of local businesses

The following Guidelines went into effect in June 2006. They apply to all GBCC councils and committees other than the Board of Directors. They are intended as general guidelines only and not as hard and fast rules. Circumstances will often dictate variations. In all cases of doubt, the Chamber’s Articles and Bylaws will prevail.

GBCC councils and committees are designed to cover specific interests. Each council and committee has its own terms of reference and these vary to some extent with the different advisory obligations placed upon them. However, the following common guidelines pertain.

1. Establishment and Terms of Reference

1.1 Standing Councils are listed in the GBCC Bylaws, and additional Task Forces and/or Councils may be created at the pleasure of the Chair of the Board of Directors for the year he/she is in office. Council Chairs must be a member of the Board of Directors, and are appointed by the Chair of the Board during his/her year in office. Council Chairs create councils and committees and appoint their Chairs. Councils and committees should not be established unless there is a clear need for them.

1.2 Each member of the Board of Directors is appointed to membership of at least one Standing Council. All appointments to Chairs of GBCC Councils shall be subject to endorsement by the Board of Directors.

1.3 Each Council and committee should have its own terms of reference which set out clearly its working parameters.

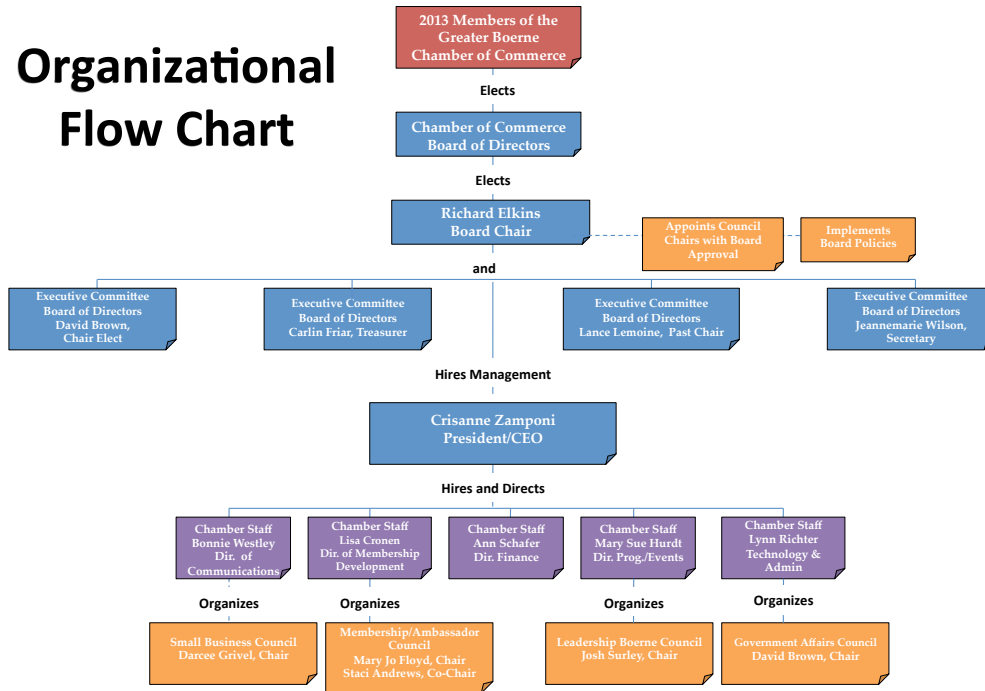
13. Forms to be signed

- 13.1 Commitment Agreement Form
- 13.2 Confidentiality Agreement Form
- 13.3 Conflict of Interest Agreement Form

Forms are available through Council Chairs.

12. Organizational Flow Chart

Organizational Flow Chart



1.4 The role of the committees is to provide functional advice to the Chamber Board of Directors and Staff on issues and government policies affecting the business sector. No council or committee of the Chamber, except the Board of Directors, has executive authority unless specifically authorized by the Board of Directors. Councils and committees are encouraged to suggest activities including – for example – papers, press releases, programs, projects or missions to accomplish special committee objectives. However, the final decision whether to implement such activities rests with the Board of Directors, through the President. Although councils and committees may be asked to facilitate contacts or arrangements, the President will be responsible for executing each such activity once the Board of Directors determines that it is of overall benefit for the Chamber and authorizes the President to proceed with it. All such activities will be conducted in the name of the Chamber of Commerce, unless the Board of Directors, through the President, authorizes the committee to put its name on the activity.

2. Committee Meetings

- 2.1** In principle, committee meetings should not be held unless there are subjects of importance to discuss. Generally speaking, councils and committees are expected to hold at least one meeting every month. The time frame for each meeting will be 1.5 hours with capacity to extend time with approval of the Chair.
- 2.2** Notice of a Council/committee meeting shall normally be issued by the Council Chair to all members of the committee by mail, fax or e-mail about 7 calendar days before the meeting date with the meeting agenda and relevant background papers, if any, attached. The agenda will give a clear indication of matters for discussion so members have enough time to collate specific information accordingly. Any member of the Chamber may raise issues at the meeting under “New Business” or “General Business”, if the matter has not been previously placed on the agenda.
- 2.3** The minutes of every meeting shall be drafted by the appointed Minute Secretary and circulated to all members of the committee for inspection, comment and amendment, normally prior to the next meeting. The draft minutes of the preceding meeting shall be submitted to the next one for Chair’s signature if approved by the meeting. The signed copy of the minutes shall be filed in the Chamber office.

11.3 Following months:

- New Member Packets include explanation of councils and committees, application process
- Council and committees are promoted at New Member Receptions and on Website
- Council Chairs submit articles to newsletter each month, reports/minutes included in Board packets
- Approved minutes of Council meetings are submitted to President after each meeting for safekeeping of records at Chamber office

Staff will clearly communicate budget expectations to Council Chairs, especially for events

11. One-Year Timeline for Council and Committees

11.1 January:

- New Chair of the Board appoints Council Chairs - must be Board members
- Council Chairs meet with Board Chair, President and staff, receive any recommendations for Program of Work
- Council Chairs set their monthly meetings, get information to Communications Director for Website update
- Article goes in January newsletter announcing that members may apply for Councils and Committees – Make information/application available as download from Chamber website
- January Council meetings held; Recording Secretary appointed for each Council
- Preliminary Program of Work set by council members; committee chairs appointed to carry out Program of Work

11.2 February:

- Staff & Board approve Programs of Work – must follow Mission Statement and must meet the goals of the strategic plan set by Board
- Each Board member signs on to serve on one Council

2.4 Special meetings can be called by the Chair where there has been an urgent issue identified that cannot wait until the next regularly scheduled meeting.

3. Membership

- 3.1** Each committee should seek to maintain an active and experienced membership in order to reflect in the broadest sense the skills and experience required to fully represent Chamber interests.
- 3.2** Only voting Members in Good Standing of the Chamber and Staff Members are eligible to apply to become members of Chamber Councils and Committees. Generally, the Councils and Committees are open to all Chamber members, but for some Committees, eligibility is limited to members in related fields only, as specified in the respective Terms of Reference. Individual members of the Chamber may, if eligible under the Terms of Reference of the committees, join as observers.
- 3.3** Application must be made and accepted for inclusion in a Chamber Council or committee. Any Member in Good Standing of the Chamber may apply to join any one of the committees which it is eligible to join. There is no restriction on the number of councils and committees that a member wishes to join. Each representative must be either an employer or an employee of the member company.

10. Projects, Events, Functions

- 10.1** Any event, function, project or other activity being considered by a Council or Committee must be reported to the Board of Directors for approval prior to its implementation.

9. Usage of Funds

- 9.1** The GBCC is a 501(c)6 non-profit organization, which operates on a cash basis, and there is no accrual. All income generated by events, projects or functions are considered general funds of the Chamber. No funds resulting in an overage (“profit”) as a result of an event, function or project may be carried over to the next year for use by any Council or Committee, or may be set aside for the sole use of that Council or Committee.
- 9.2** Council Chairs, who are members of the Board of Directors, may approach the Chamber Board for additional funds to secure or implement projects, events or functions. For Committees, the Chair must approach a Board member or the President to make the request to the Board of Directors on his or her behalf. This must be done in writing, outlining the nature of the request and the amount of funds required.
- 9.3** Budgets for events, functions and projects must be submitted to the Budget Committee prior to the budgeting process for the following year, which begins in September of each year, for Board approval in December of each year.
- 9.4** No contract may be signed or entered into, verbal or written, on behalf of the GBCC except by its President.

3.4 Members have a duty to attend committee meetings and to participate in activities initiated or endorsed by the committees. Members who fail to attend three consecutive committee meetings or fewer than 75% of the meetings may be invited to resign, subject to the committee Chair’s concurrence.

- 3.5** Membership of the Chamber committee shall be terminated if the member
- = Resigns from the committee; or
 - = Ceases to work for the member company that he/she represents.
 - = Ceases to be a Member in Good Standing of the Chamber

4. Chairing

- 4.1** Each Standing Council should have a Chair who must be appointed by the Chair of the Board of Directors. Committee Chairs shall be elected or appointed from the Council members. The Chairs should not serve longer than two years, as outlined in the GBCC Bylaws.
- 4.2** The role of the Chair is to coordinate all the activities associated with the Council/Committee meetings and to help facilitate the discussions and decision making process within the meetings. The Chair does not make motions or seconds, nor does he/she vote, except in the case of a tie. Other responsibilities include:
- Organize and direct meetings
 - Ensure Minute Secretary is completing and circulating Agenda and Minutes in a timely manner
 - Review and sign minutes of the previous meeting
 - Approve and coordinate meeting times and places
 - Ensure all Council/Committee members have an equal opportunity to participate in meetings
 - Set agendas
 - Write letters accordingly at the request of the Council/Committee
 - Act as the public spokesperson on behalf of the Council/Committee.

8. Records and Correspondence

- 8.1** The Business office of the GBCC is responsible for maintaining a file of council and committee meeting minutes and other meetings held by the Chamber or its President.
- 8.2** All letters, reports, media releases, interviews, photographs or any other form of correspondence sent out from a GBCC Council or Committee must first be sent to the Business office for approval.
- 8.3** Financial records are to be provided to the Chamber's Director of Finance on a monthly basis. Any expenditure, previously approved by the Executive by the Chamber or its executives is to be reported to the Director of Finance for recording. The Director of Finance will deduct from the Chamber's funds any account, financial transaction or cost incurred upon as a result of actions taken by the Council or Committee.
- 8.4** Unless authorized, only the Chair of the Council or Committee shall comment on issues relating to that specific Council or Committee.

7. Removal

7.1 A member may be removed from a Council or committee at any time, by a majority vote of the Council for the following reasons:

- Breach of confidentiality
- Continuous causing of disruptive behavior
- Failure to regularly attend meetings
- Conflict of interest
- Unwarranted criticism of the Chamber of Commerce
- Illegal or improper conduct
- Any action deemed to be unbecoming of a Member of the Chamber of Commerce

7.2 The person being removed shall have opportunity to plead his/her case to the Executive Committee. The person removed may reapply for Council/Committee membership after a 6-month absence from the Council/Committee. The persons and his/her business will remain members of the Chamber of Commerce.

4.3 Chairmen of Councils and Committees shall select a Vice- or Co-Chair to train as his/her eventual replacement.

4.4 Committee Chairs should attend monthly Council meetings and report to the Council Chair. The Council Chair attends the monthly Board of Directors meetings and reports to the Board. Council and Committee chairs will be asked to present articles for the Chamber's monthly newsletter or at times for press releases.

5. Voting

- 5.1** Decisions will be made as a consensus with input available to all members. Decisions will be made on the basis of majority vote of those present. Proxy or write-in votes are not allowed under GBCC bylaws. In the case the voting is even, the decision will be “against” the motion made. Issues and/or recommendations raised in the meetings are to be responded to within timeframes agreed to by the meeting.
- 5.2** Additional people may be called when required to meetings to provide expertise on particular subjects under discussion. These co-opted members do not have the right to vote.
- 5.3** A majority of the members of a committee shall form a quorum.

6. Code of Conduct

- 6.1** Behavior of members and visitors at every meeting will be respectful of every individual in the room. Each member will be allowed to speak at the time indicated by the Chair, without interruption. Time for debate of issues will be allowed following the speaker completing the tabling of their issue(s).
- 6.2** In situations where the behavior of a member is causing concern, the issue will be dealt with inside the meeting room. Under exceptional circumstances, when all other attempts to rectify a behavioral problem have been exhausted, a vote to either censure or remove the member may be proposed and voted on.