

**FIRST AMENDED RESTATEMENT OF
BYLAWS OF THE
FORT BEND BUSINESS COALITION**

I -NAME, STRUCTURE, PURPOSE

Section I: **Name.** The name of the organization shall be **Fort Bend Business Coalition (FBBC)**.

Section 2: **Structure.** FBBC is a General Purpose Political Action Committee governed by Chapter 251 of the Texas Election Code and is an Unincorporated Non-Profit Association governed by Chapter 252 of the Texas Business Organizations Code.

Section 3: **Purpose.** The purpose of FBBC is to encourage and promote public policy, elected officials and candidates for elected office that support the core values which contribute to a healthy business environment for Fort Bend County, including limited government, capitalism and free enterprise. FBBC hosts public forums which allow elected officials and candidates to learn more about the businesses represented by our members and to share their message.

II -MEMBERSHIP RIGHTS AND RESPONSIBILITIES

Section I: **General Membership.** General Members include all individuals who have contributed a minimum amount of \$1,000.00 to FBBC, or such other amount as may be determined by the Steering Committee, during the current Membership Term and have consented to being a member in writing in a form prescribed by the Steering Committee.

Section 2. **Trustee Membership.** Trustee Members include all individuals who have contributed a minimum of \$2,500.00 to FBBC, or such other amount as may be determined by the Steering Committee, during the current Membership Term, have been sponsored in writing by a current Trustee Member, have been approved by the Steering Committee, and have consented to being a Trustee Member in a form prescribed by the Steering Committee.

Section 3: **Membership Term.** Every General Membership and Trustee Membership shall terminate according to the provisions of this Section.

a. If a member's minimum contribution is made on or before June 30th of any calendar year, such contributor's membership shall terminate at the close of business on December 31st of the same calendar year.

b. If a member's minimum contribution is made on or after July 1st of any calendar year, such contributor's membership shall terminate at the close of business on

December 31st of the calendar year next following the calendar year in which the minimum contribution is made.

Section 4: **General Member Privileges.** General Members may attend the annual meeting of the members and shall enjoy such other rights, including participation on committees and other activities, as may be determined by the Steering Committee from time to time.

Section 5. **Trustee Member Privileges.** Trustee Members may attend the annual meeting of the members and meetings of the Trustee Members, may vote on the membership of the Steering Committee, and shall enjoy such other rights as may be determined by the Steering Committee from time to time. A Trustee Member may call for a vote on any issue at any meeting of all members or Trustee Members and may vote on other matters at any meeting of all members or of Trustee Members at which a quorum of Trustee Members is present. Proxy voting is not permitted.

Section 6: **Member Responsibilities.** Members are encouraged to participate, propose projects, start campaigns, donate, raise funds, grow membership, and lead FBBC's mission to promote public policy, elected officials and candidates for elected office that support the core values which contribute to a healthy business environment for Fort Bend County, including limited government, capitalism and free enterprise. Members are encouraged to attend FBBC's meetings and to subscribe to the FBBC email list. Members are encouraged to vote in all state and local elections for which they are eligible.

III-MEETINGS

Section 1: **Annual meeting of Members.** An annual meeting of all members shall be held every year in the month of January, or as soon thereafter and in such location as the Steering Committee shall determine. The Executive Director shall review activities of the past year and announce the general plan of FBBC's activities for the upcoming year. Trustee Members shall elect the Steering Committee. Not less than thirty days' notice of the annual meeting shall be given to all members by email, the FBBC website, or regular mail.

Section 2: **Regular and Special Meetings.** Regular meetings of all members shall be held on a schedule determined by the Steering Committee. Except for the publication of the regular meeting schedule, no additional notice of regular meetings is required. The Executive Director may call a special meeting of all members upon not less than seven days' notice given to all members by email, the FB_BC website or regular mail.

Section 3. **Trustee Meetings.** Regular meetings of Trustee Members shall be held on a schedule determined by the Steering Committee. Except for the publication of the regular Trustee Meeting schedule, no additional notice of such meetings is required. The Executive Director may call a special meeting of Trustee Members upon not less than seven days' notice given to all Trustee Members by email, the FBBC website or regular mail.

Section 4. **Quorum.** At any meeting of all members or at any meeting of the Trustee Members, a quorum of the Trustee Members may take any action authorized by these by-laws. If

the number of Trustee Members shall total fifty (50) or fewer on the date of the meeting, a quorum shall consist of thirty percent (30%) of the total Trustee Members; otherwise, a quorum shall consist of twenty percent (20%) of the total Trustee Members.

IV-STEERING COMMITTEE

Section I: **Steering Committee** -A Steering Committee is established for the purpose of executing and prioritizing the goals determined by the membership and these bylaws and allocating resources for projects and campaigns. The Steering Committee shall appoint the Executive Director and Treasurer annually. The Steering Committee shall promote the mission of FBBC by encouraging membership involvement, fostering leadership among the membership, assisting the Executive Director in planning meetings, carrying out the projects and campaigns, and planning special events to educate the public on issues. The Steering Committee may appoint task forces and ad hoc committees for assisting it in carrying out its duties and the mission of the FBBC.

Section 2: **Elections, Size, and Terms.** The Steering Committee shall consist of nine members, or such other number as the Trustee Members shall determine. The Steering Committee shall be elected at each annual meeting of all members and shall serve for one year or until the next annual meeting. There are no term limits. Upon the occurrence of a vacancy, the Steering Committee shall appoint a replacement to serve until confirmed by a vote at the next annual or regular meeting of all members at which a quorum of Trustee Members is present.

Section 3: **Quorum and Voting.** The Steering Committee may meet in person, by video or telephone conference or by private email exchange. When meeting in person or by video or telephone conference, at least two-thirds of the members of the Steering Committee must be present to execute the Steering Committee's responsibilities and make decisions with a majority vote. When meeting via email, at least two-thirds of the members of the Steering Committee must respond to and participate in any discussion to establish a quorum for such meeting. Record voting of the Steering Committee may take place at any in-person meeting, or video or telephone conference, or by email. A majority of members of the Steering Committee present or participating and voting is needed for a measure to pass. All votes of the Steering Committee shall be recorded in minutes of the meeting.

Section 4: **Removal of Steering Committee Members.** Members of the Steering Committee may be removed only by a two-thirds vote of the Trustee Members at a regular meeting or special meeting of all members at which a quorum of the Trustee Members are present. or by a majority vote of the Steering Committee at a meeting at which the lesser of a quorum or six members of the Steering Committee are present. If the vote to remove passes, the Steering Committee member is removed from office effective immediately.

V - EXECUTIVE DIRECTOR

Section I: **Appointment, Approval, and Term.** The Executive Director shall be appointed by the Steering Committee from among the members of the Steering Committee at its first meeting

following each annual meeting of the members. The Executive Director shall serve until the first meeting of the Steering Committee following the next annual meeting of the members. There are no term limits.

Section 2: **Responsibilities.** The Executive Director shall serve as chairman of all meetings of all members, of meetings of Trustee Members and of meetings of the Steering Committee. If the Executive Director is not able to serve as chairman at any meeting, the Steering Committee will appoint another Steering Committee member as chairman of such meeting. The Executive Director is responsible for preparing the agenda for all meetings with input from the Steering Committee and the membership. The Executive Director shall appoint a meeting secretary from time to time as needed to record votes and to assist in the administration of the FBBC.

The Executive Director is the spokesperson for FBBC, appearing on press releases and sending communications to the membership. The Executive Director is responsible for ensuring the execution of any action required of any vote made by the Steering Committee and for reporting back to the Steering Committee on the progress of any action.

All minutes and documents shall be made readily available to all members. All member inquiries shall be made by way of email or other agreed electronic means. The Executive Director shall use discretion to protect the personal information of FBBC members and protect campaign strategy of all FBBC activity. Upon receiving a member inquiry, the Executive Director shall promptly respond. The Executive Director may appoint volunteers to assist with executing his or her responsibilities. Any appointed volunteer may be rejected by a majority vote of the Steering Committee.

Section 3: **Removal.** The Executive Director may be removed by a two-thirds vote of the Trustee Members or by a two-thirds vote of the Steering Committee at any time.

VI -TREASURER

Section 1: **Appointment, Approval, and Term.** The Treasurer shall be appointed by the Steering Committee as its first meeting following each annual meeting of the members. The Treasurer shall serve until the first meeting of the Steering Committee following the next annual meeting of the members. There are no term limits.

Section 2: **Responsibilities of the Treasurer.** The treasurer will be responsible for filing all necessary financial reports required by the Texas Ethics Commission rules or other applicable laws. The Treasurer will keep the membership role updated and make it available to the Steering Committee. The Treasurer will approve all income and spending and will supervise and be responsible for bookkeeping. The Treasurer shall keep books and records for at least three years after each fiscal year, in accordance with Section 252.010 of the Texas Business Organizations Code.

Section 3: **Transparency.** The books shall be kept in accordance with all state and federal laws and are available to the public to the extent provided by law. The Treasurer shall provide members general financial information upon request at meetings of the members and the Steering

Committee. All inquiries to the Treasurer by members shall be made by email or other agreed electronic means. The Treasurer shall use discretion to protect the personal information of FBBC members and protect campaign strategy of a FBBC activity. Upon receiving a member inquiry, the Treasurer shall promptly respond to the request.

Section 4: **Veto Power.** The treasurer may veto any contributions or expenditures by providing written reasons and citing any legal concerns. The decision of the Treasurer on such matters is final.

Section 5: **Removal of Treasurer.** The Treasurer may be removed only by a two-thirds vote of the Trustee Members or by a unanimous vote of the Steering Committee. The Steering Committee shall appoint a new Treasurer to submit form: "Amendment: Appointment of a Campaign Treasurer by a General Purpose Political Action Committee" to the Texas Ethics Commission within thirty days of removing the Treasurer.

VII-MEETING SECRETARY

Section 1: **Appointment, Approval, and Term.** A meeting secretary shall be appointed by the Executive Director at the beginning of every Steering Committee meeting and every regular and special meeting of the members in which a vote will take place. Such appointment shall be reviewable and subject to approval of the Steering Committee. The meeting secretary may be a Steering Committee member. If an unplanned vote occurs during any meeting of the members, the Steering Committee members present must appoint a meeting secretary. The meeting secretary shall serve for the duration of the meeting.

Section 2: **Responsibilities.** The Meeting Secretary shall be responsible for verifying the existence of a quorum and recording the vote results at the meeting in which he is appointed. The meeting secretary will prepare a draft of the minutes of the meeting and send the draft to the Steering Committee members for approval by email within ten days of the meeting.

VIII - PROJECTS AND CAMPAIGNS

Projects and Campaigns. Members may present projects and/or campaigns to the membership or the Steering Committee at any time. The Steering Committee will encourage the progress of projects and campaigns, follow up with the project leaders regularly and motivate membership support.

IX-AMENDMENT AND DISSOLUTION

Section 1: **Amendment.** These Bylaws may be amended by two-thirds of the Trustee Members at any meeting of the membership at which a quorum is present. Proposed amendments must be submitted to the Executive Director, who shall distribute such proposed amendment to the membership by email no less than fourteen days before the meeting at which it will be considered.

Section 2: **Dissolution.** FBBC may be dissolved by a vote of four-fifths of Trustee Members present at any meeting of the membership at which a quorum is present. A dissolution proposal must be submitted to the Executive Director, who shall distribute such proposal to the membership by email no less than fourteen days before the meeting at which it will be considered. Upon a vote of dissolution of FBBC, the Trustee Members shall vote to transfer all assets, after satisfying all financial obligations, to one or more organizations consistent with FBBC's purpose. The Treasurer will file a dissolution report and otherwise comply with applicable law.

Section 2: **Publication.** A copy of these Bylaws is available to members at no charge and shall be posted on any website maintained by FBBC for its members.

APPROVED and ADOPTED at the meeting of the Trustee Members of the Fort Bend Business Coalition on August 4, 2021.

FORT BEND BUSINESS COALITION

By: 

David Johnston
Executive Director

By: 

Jim Russ
Secretary of the Meeting