



Candidate Eligibility Requirements

Definition of Membership

3.01 Eligibility: Any reputable person, sole-proprietor, associations, corporation, partnership, government agency or entity, or Estate shall be eligible for membership in the Chamber.

Definition of Active Membership

3.04 Active membership is defined as those members in good standing that have a right to vote at regular meetings and are entitled to serve as Officers or Directors of the Chamber. It also includes up to date payment of membership dues.

Voting Rights of Members

3.09 One vote per individual membership and up to three for a corporate membership in good standing is allowed. The person designated to cast this vote shall be specifically entered upon the record of the Chamber at the time of joining. The voting designation information shall be updated annually. A member may, at any time change his or its designee, as the member may deem appropriate. However, no proxy votes shall be allowed.

ARTICLE IV - BOARD OF DIRECTORS

4.02 The Board of Directors shall be composed of: **THE EXECUTIVE BOARD, THE ADVISORY BOARD AND THE DIRECTORS.**

A. The Executive Board shall include the President, Vice-President, Secretary and Treasurer. The Executive Board shall be elected in two years in accordance with the provisions of Article 6.01 of these Bylaws. The President shall serve as Chairperson of the Board. The Executive Board is filled to serve terms of two (2) years respectively.

ELIGIBILITY

4.02.1 Any designated representative of at least eighteen (18) years of age from a membership is eligible to hold the office of Director provided that the designated representative has been, for a period of at least six consecutive months prior to the date of the election, a member in good standing or has served in a Committee. Not more than one (1) person per membership shall be entitled to be a Director at any given time. However, in the event that as a result of a merger acquisition or other



business combination, a membership has two or more of its designated representatives as members of the Board, each such member shall be allowed to continue as a Director until the expiration of his or her term. For the Executive Board only, the members should be Puerto Rican or of Puerto Rican descent.

ARTICLE V-- OFFICERS

Duties of Officers

5.01 Officers to be nominated shall be: President, Vice President, Secretary and Treasurer. These officers shall be elected to serve for a term of two (2,) years. These officers will form the Chamber's Executive Board which is described in the following paragraph:

5.02 The Executive Board will act for and on behalf of the Board of Directors when the Board is not in session and shall be accountable to the Board of Directors for its actions. The Executive Board shall be composed of the President, Vice President, Secretary and Treasurer. The President shall serve as Chairperson of the Executive Board. A quorum of the Executive Board is fifty percent (50%) plus one (1) of the voting members of the Executive Board. The duties are as follows:

- A. President:** The President shall preside at meetings of the Executive Board, the Board of Directors, and all General Membership meetings. The President shall have general supervision of the business and affairs of the Chamber and shall perform such other duties as ordinarily pertain to the office.
- B. Vice-President:** The Vice-President shall act in place of the President in the event of the Presidents temporary disability or absence from meetings or other activities, which the President is designated to perform by these Bylaws. The Vice-President shall also perform such duties that may be designated by the President from time to time.
- C. Secretary:** The Secretary of the Board of Directors serves as the Chamber Secretary and shall ensure that notices and minutes of the meetings of the membership, Board of Directors and Executive Board are recorded. The Secretary shall notify Officers, Committees, Project Leaders, and other Members given assigned tasks of their appointment and furnish them with credentials as required. The Secretary will have notices, Agenda, and minutes prepared for meetings of the Board of Directors. The Secretary shall be responsible for keeping and



safeguarding official copies of the Papers of Incorporation, Bylaws, rules, procedures, and all other legal and official documents of the Chamber. The Secretary shall be responsible for notifying the membership of general and special membership meetings required by the Chamber Board of Directors. The Secretary shall advise the President and other Officers of the contents of these documents when requested to do so.

- D. Treasurer:** The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit as approved by the Board of Directors. The Treasurer will ensure that the Chamber keeps and maintains adequate and correct accounts of Chamber properties and business transactions, will render reports and accounting to the directors and the membership, will serve as chairperson of the finance committee, and will perform general duties incident to the office of treasurer and other such duties as may be required by law or these Bylaws, or which may be assigned from time to time by the Board of Directors. All checks shall be signed by any two of the following: Treasurer, President, or Vice-president. The treasurer shall also be responsible for collecting invoices from all Board of Director members and preparing a comprehensive yearly budget and shall coordinate on all expenditures to ensure funds have been budgeted for the specific acquisition. The Treasurer shall cooperate with external auditors and shall make available all Chamber financial records and/or official records as required.

ARTICLE VI – ELECTIONS

Method

6.01 Election for seats on the Executive Board of Directors shall occur in the following manner:

- A.** The President shall appoint a Nominating Committee of five members which includes two (2) Members of the Advisory Board, and three (3) Members in good standing at the June meeting of the Board of Directors. The two (2) Members of the Advisory Board cannot be running candidates in order to be part of the Executive Nominating Committee.
- B.** The Nominating Committee shall contact the general membership by mid-October to solicit recommended nominees. Membership recommendations to the nominating



committee must be received by November 16. Each nominee shall be on active membership status in the Chamber. At the November Board of Directors meeting the

Nominating Committee will recommend and ratify the top three (3) nominees for each open seat on The Board.

C. Election shall be by ballot to be handed in person to active members in good standing and with a right to vote during Election Day with the names of the nominees listed on the ballot. Further nominations may be made by writing in names in the blank spaces to be provided on the ballot. Each nominee shall be a member in good standing.

D. The required number of nominees receiving the highest number of votes shall be declared elected to the Executive Board.

Election Prerequisites

6.02 In order to be eligible to vote in any election, members shall be in good standing with their membership dues paid up to date. No voting by proxy is allowed.

6.03 Candidates for Executive Board positions cannot be part of any other Chamber of Commerce Executive Board. They cannot have any criminal history or active criminal investigation of any felonious charges.