



BYLAWS

(Incorporated July 26, 1937; ratified March 29, 1945; amended 1959, 1961, 1963, 1964, March 1965, July 1985, July 1989, April 1992, May 23, 1996, December 16, 2004, March 16, 2006, August 19, 2010, May 26, 2016)

ARTICLE I – GENERAL

1.01 NAME OF CORPORATION. The name of this corporation is "Brownsville Chamber of Commerce."

1.02 PURPOSE. The purposes for which the corporation is organized are:
To serve as a Chamber of Commerce, and for that end, to promote the civil, commercial, industrial, transportation, international, educational, agricultural, maritime and other interests of the City of Brownsville and its contiguous territory; and to correlate the efforts of citizens of Brownsville and of the members of this organization, all as a corporation not organized for profit and no part of the net earnings of which shall inure to the benefit of any private shareholder or individual; and

For the foregoing purposes, to engage in research and study that is pertinent to the needs of the membership and the community and on completion of such study and research, to make the results available to the members; to foster and maintain good will and friendly relations with business persons and officials of our sister city of Matamoros, State of Tamaulipas and the Republic of Mexico.

1.03 LIMITATION OF AUTHORITY. This Corporation shall observe all local, state and federal law which applies to a non-profit organization organized as a Chamber of Commerce, as determined in Section 501 (c) (6) of the United States Internal Revenue Code. This Corporation shall not directly or indirectly participate on behalf of or in opposition to any candidate for public office. This Corporation shall not directly or indirectly participate on behalf of or in opposition to any political party.

This Corporation shall not directly or indirectly contribute to a Political Action Committee that makes expenditures to any candidate for public office. This Corporation shall not directly or indirectly contribute to a Political Action Committee that makes expenditures to any political party on behalf of any candidate for public office.

This section shall not prohibit this Corporation from supporting or opposing any public or private issues which are of special interest or importance to this Corporation.

1.04 The Brownsville Chamber of Commerce is a member driven business organization whose primary mission is to advance the business interests of its members through advocacy, leadership, and building business initiatives.

ARTICLE II – MEMBERSHIP

2.01 MEMBERSHIP ELIGIBILITY. Any person, association, corporation, partnership, or estate, having an interest in the objectives of the corporation shall be eligible to apply for membership.

2.02 MEMBERSHIP APPROVAL. Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Membership Committee or individual designated by the Board of Directors shall review all applications and submit them to the Board of Directors for consideration. Official approval of members shall be by the Board of Directors at any meeting thereof. Any applicant approved shall become a member upon payment of the regularly scheduled investment.



- 2.03 MEMBERSHIP INVESTMENTS. Membership investments shall be at such rate or rates, schedule, or formula as may be from time to time adopted by the Board of Directors.
- 2.04 VOTING REPRESENTATIVE. There shall be one voting representative for the minimum membership fee. No individual shall be permitted to cast more than one vote, whether individually or as a representative, on any matter submitted to a vote.
- 2.05 MEMBERSHIP PAYMENTS. Payment of membership investments may be made annually, semiannually, quarterly, or as authorized by the Treasurer. There shall be no refund of membership investments. A member will be dropped for non-payment if dues are not received within ninety (90) days of the date due, unless the Board of Directors intervenes with a motion or resolution extending the due date.
- 2.06 LIFE MEMBERSHIPS. In recognition of their services to the Chamber of Commerce, all Presidents, and all Chair of the Board thereafter, upon completion of their terms of office, shall automatically become Honorary Life Members of the corporation. The membership shall be a personal recognition and shall not be construed to include the business firm with which any of them shall be connected.
- 2.07 MEMBERSHIP PROSPECTS. The Membership Committee shall meet quarterly for the purpose of preparing a prospect list of non-members and to reevaluate membership dues.
- 2.08 MEMBERSHIP TERM. All memberships shall date from the first of the month in which dues have been paid, subject to Board approval, thereafter; renewals shall be handled on an annual/anniversary basis.
- 2.09 TERMINATION. Any member may resign by written notice to the Board of Directors. A member ninety (90) days or more in arrears in payments shall be dropped from the membership roll. Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors at a regularly scheduled meeting thereof, for conduct which in the judgment of the Board of Directors is prejudicial to the aims or repute of the Chamber.
- 2.10 MEMBERSHIP MEETINGS. The Annual Meeting of the membership shall be held not less than six months following the close of the fiscal year. The Annual Meeting in addition shall be a social function for all members, their spouses and their guests. Called meetings shall be held on call by the Chair.

ARTICLE III - OFFICERS AND EXECUTIVE COMMITTEE

- 3.01 CHAMBER OFFICERS. The officers of this corporation shall be a Chair of the Board, a First Vice-Chair, a Second Vice-Chair/Secretary, a Treasurer, and a President.
- 3.02 OFFICER REQUIREMENTS. Each officer shall be a member of the Brownsville Chamber of Commerce, shall have a vote on all questions presented to the Board of Directors, and shall be counted in determining a quorum. All officers, except the President, shall serve without compensation.
- 3.03 CHAIR'S DUTIES. The duties of the Chair shall be as follows: The Chair shall preside over all meetings of the membership, the Board of Directors, and the Executive Committee. The Chair shall be an ex-officio member of all committees. In the event of the incapacity or suspension of



the President, or vacancy in the office of the President, the Chair shall exercise the authority of the President.

- 3.04 VICE CHAIRS' DUTIES. The duties of the Vice Chair shall be as follows: The Vice Chair shall perform all duties as may be assigned to them by the Chair or the Board of Directors. One of the Vice-Chair, in order, shall assume the duties of Chair in the absence or incapacity of the Chair. The 2nd Vice Chair shall also act as the Secretary of the corporation.
- 3.05 PRESIDENT'S DUTIES. The President shall be a paid employee of the corporation and shall serve as Chief Executive Officer of the Chamber. The President shall execute and implement the programs and activities of the corporation within established policy guidelines. Additionally, the President:
- A. Shall supervise the receipt and responses of all correspondence, preserve all records and books and keep an account of receipts and disbursements;
 - B. Shall be responsible for the maintenance, preservation and protection of all Chamber properties.
 - C. Shall have general and direct supervision of all staff personnel and responsibility and authority to employ and discharge same;
 - D. Shall be responsible for the recording of the Minutes of the Board and Executive Committee meetings and publication and distribution of same to the Board members;
 - E. Shall answer directly to the Chair and the Board of Directors;
 - F. Shall, on suspension or termination of service, deliver all books, papers, records, keys, combinations, and other property of the corporation to the Board of Directors; and
 - G. Shall develop annually a management plan to implement the programs and activities of the corporation. The plan shall be subject to approval by the Board of Directors, and shall serve as a criterion for evaluation of the President's performance.
- 3.06 TREASURER'S DUTIES. The Treasurer shall have charge of the funds of the corporation, and shall be furnished copies of all deposits to the credit of the corporation. All checks shall be signed by the Treasurer, or the President who shall furnish to the Treasurer full information about checks signed by the President, and all checks shall be countersigned by one of the officers of the corporation. The books of account shall at all times be open to the inspection of the officers and members. The Treasurer shall make a report of the finances of the corporation at the regular monthly meetings of the Board of Directors, including variations, if any from the budget, and shall present a written financial statement to the membership at the Annual Membership Meeting. The Treasurer shall keep all monies of the corporation deposited in its name in such depositories as shall be designated by the Board of Directors; and shall post acceptable bond at the expense of the corporation, in such amount as determined by the Board.
- 3.07 SECRETARY'S DUTIES. The Secretary shall have charge of the records of the corporation, excluding financial records held by the Treasurer. The Secretary shall make records accessible to members as requested, and shall have a current copy of the by-laws ready for reference at any meeting of the members or directors of the corporation. The Secretary shall also ensure proper record is made of any and all meetings of the corporation and/or its managing bodies.

ARTICLE IV - BOARD OF DIRECTORS

- 4.01 BOARD SIZE. The Board of Directors shall consist of fifteen (15) elected directors, the five (5) Chamber officers, and the Immediate Past Chair of the Board.



- 4.02 **BOARD QUALIFICATIONS.** Each member of the Board of Directors shall be a resident member in the Greater Brownsville area, or a resident membership representative in the Brownsville Chamber of Commerce. All members in good standing are eligible to serve on the board, and shall be entitled to vote. Any member classified as courtesy, trade-out, or in-kind, may be elected to the Board of Directors for a non-voting honorary membership for the duration of a two-year term.
- 4.03 **TERMS OF OFFICE.** All Directors shall enter upon their official duties at the annual meeting of the Board of Directors, and shall hold office for a period of three years, or until their successors shall be duly elected and qualified.
- 4.04 **POLICIES AND ACTIVITIES.** The Board of Directors shall determine the policies and activities of the corporation, elect all officers, receive and ratify the annual evaluation of the president's performance by the Executive Board, and approve the annual compensation package of the President, approve the budget, review all disbursements, and have general management of the corporation, subject only to those restrictions placed upon them by the entire membership.
- 4.05 **CONTRACTS.** All conveyances, bonds, security instruments, contracts and other obligations in the name of the corporation shall be executed by the President and countersigned by the Chairman of the Board, and shall require authorization by the Board of Directors.
- 4.06 **BOARD MEETINGS.** The Annual Meeting of the Board of Directors shall be held in September of each year. The Board of Directors shall meet monthly upon a regular date fixed by resolution of the Board of Directors, and special meetings shall be held upon call of the Chair. One third of the Board of Directors, plus one, shall constitute a quorum. The Minutes of the meetings of the Board of Directors shall be sent via email to the directors by the President.
- 4.07 **ATTENDANCE REQUIREMENT.** The Board of Directors may vacate a position of a Director following, failure of an Officer or a Director to attend three (3) consecutive, or five (5) cumulative regular meetings within a 12month rolling period. The vacancy shall be filled as provided in Article 6.10 provided, however, that by special written request of the absentee, this provision may be waived by two thirds (2/3) vote of the Board of Directors, a quorum being present. The Vacancy shall be placed on the Agenda at the next regular meeting of the Board following the absences in order to declare the vacancy and begin the process to fill the position as provided under Article 6.10.
- 4.08 **ELIGIBILITY.** A director shall be ineligible to serve again as a director until one year has elapsed following the expiration of his or her previous term of office, unless such previous term is for an unexpired term of 18 months or less, subject to the nominating committee process.
- 4.09 **ACTION WITHOUT MEETING.** Any action permitted to be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors or Executive Committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State.
- 4.10 **TELEPHONE MEETINGS.** Subject to the provisions for notice and waiver of notice of meetings, directors may participate in and hold a meeting of directors or of the Executive Committee by means of



conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting, except where a person participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

- 4.11 EXECUTIVE COMMITTEE. The Executive Committee shall be comprised of the Chair of the Board, the President, the First Vice Chair, the Second Vice Chair/Secretary, the Treasurer, and the immediate Past Chair as voting members. The Executive Committee shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the corporation, except where the action of the Board of Directors is specified by law, but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The Executive Committee shall keep written record of its actions. Any action taken by the Executive Committee shall be reported to the full Board at its next meeting. The Executive Committee shall have the authority to suspend the President of duties and authority as president, pending action by the Board of Directors.
- 4.12 EXECUTIVE COMMITTEE MEETING. The Executive Committee shall meet on call of the Chair; four of them shall constitute a quorum.
- 4.13 MEMBER PARTICIPATION. All members of the Chamber may attend meetings of the Board, other than matters usually considered as confidential such as personnel, claims, and litigation, and shall have the right of expressing their opinions upon all matters under discussion, but shall not have the privilege of voting.
- 4.14 The Board of Directors and Staff shall, during both working and non-working hours, act in a manner which will inspire public trust in their integrity, and impartiality to the best interests of the BCOC, its clients, and business associates.

To ensure ethical and impartial business, it is prohibited for the Board of Directors and/or Staff to:

1. Offer, accept, or solicit money, property, service, or other items of value by way of gift, favor, inducement, or loan with the intent that the offer would influence or the recipient would be influenced by such conduct in the discharge of public duties. A gift is defined as something with value of more than \$50.
2. Use their official position, to secure special advantage in business, personal gain, or other benefit derived from such relationship.
3. Use any BCOC facility, equipment, and/or materials for their personal use or benefit, or for the personal use or benefit of any other individual. No Board of Director or staff shall have unauthorized possession of BCOC property.
4. Invest or hold a financial interest, directly or indirectly, in any business entity, transaction, or business endeavor that would create a conflict between the BCOC's Board or Staff's duty to uphold the public trust and the individual's private interest.
5. Share information and documentation that is received from the Brownsville Chamber of Commerce and others in connection with service on the Board. Such information will be treated with strict confidentiality. Neither the contents nor the existence of this information or documentation will be shared with anyone other than the officers, directors, employees, and authorized agents of the Brownsville Chamber of Commerce.



ARTICLE V - COMMITTEES

- 5.01 ORGANIZATIONAL STRUCTURE. Activities and objectives of the corporation shall be accomplished by committees appointed by the Chair of the Board.
- 5.02 COMMITTEE APPOINTMENTS. The Chair of the Board shall appoint all Committee Chairs. The Chair of the Board shall also have the prerogative of appointing members to committees or relegating this responsibility to the Committee Chair. All committee appointments by the Chair of the Board shall be ratified by the Board of Directors. A Chamber member who is not a board member of the board of directors is eligible to chair a committee. The Committee chair shall report to the board at every board meeting. If the Committee chair cannot attend then a written report shall be provided to the Chair and the President of the Chamber.
- 5.03 COMMITTEE DUTIES. Committees shall be the working units of the corporation, through which the corporation shall implement and accomplish its Program of Work. Each committee shall maintain reasonable records of its meetings and project activities and report on a monthly basis to the Board of Directors.
- 5.04 LIMITATION OF RESPONSIBILITY AND AUTHORITY. Committees, without prior, specific approval, shall never obligate the corporation, financially or otherwise at any time, in any way; and any such purported obligation incurred without the prior, specific approval of the Board of Directors shall be the personal obligation of the person incurring it and not the obligation of this corporation.
- 5.05 COMMITTEE MEETINGS. The time and place of committee meetings shall be set by the Committee Chairperson. The Chair of the Board or the President may call any committee into meeting at any time, if necessary.
- 5.06 STANDING COMMITTEES. Standing Committees shall address issues or projects of an ongoing or long-term nature. The program of work of a standing committee shall carry over from one administration to the next. Standing committees shall continue to function until formally released by the Chair of the Board or the Board of Directors.
- 5.07 EX-OFFICIO COMMITTEE MEMBERS. The Chair of the Board shall be an ex-officio member of all committees. The President shall be an ex-officio member of all committees with the exception of nominating committees for Board Officers or Board Members.
- 5.08 COMMITTEE TASK FORCE. A Committee Task Force shall serve with regard to a single, time specific assignment. On completion of the assignment the Committee Task Force is automatically dissolved.
- 5.09 COMMITTEE DIRECTIVES. Each committee shall be directly responsible to the Chairman of the Board and members of same may be removed or added at his or her direction. Special Committees may be appointed by the Chairman. All committees shall have such duties as may be assigned to them by the Chairman of the Board or the Board of Directors.
- 5.10 COMMITTEE FUNCTIONS. It shall be the function of committees to investigate and make recommendations to the Board of Directors. No committee shall represent the Chamber in advocacy of, or in opposition to, any project or issue without the specific authorization of the Board of Directors.



ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

6.01 NOMINATION OF OFFICERS. At the March meeting of the Board of Directors the Chairman shall appoint a Nominating Committee, which shall consist of the Chairman, the Immediate Past Chairman of the Chamber, and three (3) board members elected by the Board, excluding the President. The Nominating Committee shall present nominations of officers at the April meeting of the Board of Directors. Nominations for Officers may also be made from the floor at the time of the election. Upon appointment of the Committee, Board Members whose term is expiring should be notified and their desire to be considered for nomination to the Executive Board should be made record of. If a Board Member is elected to the Executive Committee, then their board position will be vacated. The Board Member will abandon their term and shift to the officer terms of service, which is one (1) year. The Nomination Committee should replace the vacant position on the board in a timely manner.

6.02 ELECTION OF OFFICERS. All officers except the President shall be elected at the regular April meeting of the Board of Directors by majority vote of said Board present and voting. Officers so elected shall enter upon their official duties at the Annual Meeting of the Board of Directors and be presented at the Annual Membership Meeting. They shall serve for a period of one (1) year. In addition, all officers cannot serve in the same officer position for more than one year.

If their position cannot be filled internally the Executive Committee can outsource the position to a qualified independent individual.

6.03 SELECTION OF PRESIDENT. The President shall be selected and employed by a majority vote of the Directors present and voting, and shall serve until the death, resignation, or incapacity of the President, or until the Board of Directors acts to terminate such employment by a majority vote of the Directors present and voting in a regular meeting after due notice to the Directors not less than fifteen (15) days before such meeting stating that such action is to be considered. The President's services shall terminate thirty (30) days after such action by the Board of Directors to terminate employment.

6.04 NOMINATION & ELECTION OF DIRECTORS. At the May meeting of the Board of Directors, the Chairman shall appoint a Nominating Committee, which shall consist of the Chairman, the Chairman-Elect, the Immediate Past Chairman of the Chamber, and (4) board members elected by the Board, excluding the President. The Nominating Committee shall, at the June meeting of the Board of Directors, submit to said Board for approval, a list of nominees for the Board of Directors equal to the number of Board positions to be filled. The Nominating Committee shall be charged with the responsibility of maintaining a representative Board of Directors.

6.05 PUBLICITY OF NOMINATIONS. Upon receipt of the report of the Nominating Committee, the President shall notify the membership by electronic means of the names of persons nominated as candidates for directors and the right of petition.

6.06 NOMINATIONS BY PETITIONS. Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least 5% of the total in good standing membership of the Chamber. Such petition shall be filed with the Nominating Committee within fifteen (15) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petitions shall be final.



- 6.07 NO MULTIPLE REPRESENTATION. There shall not be more than one representative from any member serving as a Director at one time.
- 6.08 DETERMINATION. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their next regular meeting.
- 6.09 ELECTION COMMITTEE. If a valid petition is presented and determined valid by the Nominating Committee, an Election Committee shall be appointed by the Chairman to prepare the ballot containing the nominees and petitioners as adopted by the Board of Directors, and the ballot shall be mailed to each Member.

Ballot Procedure. In order to be valid, a ballot must be received at the office of the Chamber of Commerce not later than noon of the deadline fixed by the Board of Directors for return of ballots. The Election Committee shall canvass the return and shall announce the result of the election at the next meeting of the Board of Directors, the nominees elected to be the persons receiving the largest number of votes. In case of a tie, the decision shall be made by the Election Committee by lot.

- 6.10 FILLING VACANCIES ON THE BOARD OF DIRECTORS. At anytime which there is a vacancy on the Board, at the next regular meeting of the Board of Directors, the Chair shall appoint a Nominating Committee, which shall consist of the Chair, the Chair-Elect, Immediate Past Chair of the Chamber, and four (4) board members elected by the Board, excluding the President. The Nominating Committee shall, at the next regular meeting of the Board of Directors, submit to said Board for approval, a list of nominees for the Board of Directors equal to the number of Board positions to be filled. The Nominating Committee shall be charged with the responsibility of maintaining a representative Board of Directors.

ARTICLE VII - FINANCE

- 7.01 FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of October of each year.
- 7.02 BUDGET COMMITTEE. The Executive Committee shall serve as the Budget Committee for the corporation. Not later than the meeting of the Board of Directors in September, a budget of the estimated income and expenditures for the year shall be submitted by the Executive Committee for review and adoption by the Board of Directors. The Executive Committee shall oversee the financial operations of the corporation.
- 7.03 AUDIT. The accounts of this organization shall be audited annually as of the close of business on September 30, by a Certified Public Accountant, or by an Audit Committee appointed by the Chairman. The process shall be instituted by November 30. If the financial liquid assets exceed \$200,000 then an external audit by a Certified Public Accountant shall be performed in the preceding fiscal year.
- 7.04 OFFICIAL DEPOSITORIES. The Board of Directors shall determine at the beginning of each fiscal year the official depositories for the funds of the corporation.
- 7.05 DONATION OF CHAMBER FUNDS. The Board of Directors is prohibited from authorizing or approving the donation of Chamber of Commerce funds.



ARTICLE VIII - AFFILIATED DIVISIONS

- 8.01 ORGANIZATIONAL STRUCTURE. The Board of Directors by a 2/3 vote of the Directors present and voting at any regular meeting, may create such division, bureaus, departments, councils, or subsidiary corporations as it deems advisable to administer the Program of Work of the Chamber of Commerce.
- 8.02 POWERS AND DUTIES. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.
- 8.03 LIMITATION OF AUTHORITY. No official action or resolution of any kind shall be taken by divisions, bureaus, departments, councils or subsidiary corporations having bearing upon or being expressive of the Chamber of Commerce, unless approved by the Board of Directors.

ARTICLE IX - PROCEDURE

- 9.01 QUORUMS. Ten percent (10%) of the members of the corporation shall constitute a quorum at a meeting of the membership. A quorum of a committee shall be a majority of the committee or five (5) members, whichever is fewer.
- 9.02 VOTING. Voting upon motions and resolutions at the membership and directors meetings shall be by voice vote unless otherwise demanded. Any member or director may require the submission of a vote to secret written ballot. There shall be no voting by proxy.
- 9.03 ROBERT'S RULES OF ORDER. 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 prevailing law, the Articles of Incorporation, or the Bylaws of the Chamber.

ARTICLE X - LIABILITY & INDEMNIFICATION

- 10.01 NO PERSONAL LIABILITY. A member of the corporation shall not be personally liable for the actions, debts, or obligations of the corporation. A director or officer of the corporation shall not be personally liable to the corporation for monetary damages for any act or omission as a director or officer, except to the extent otherwise expressly provided by a statute of the State of Texas. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the corporation existing at the time of the repeal or modification.
- 10.02 DIRECTORS' INDEMNIFICATION. To the extent permitted by law, the corporation shall indemnify any director or officer or former director or officer of the corporation, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for misconduct in performance of duty, or for the improper receipt of a personal benefit, but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, or otherwise.



ARTICLE XI - DISSOLUTION

- 11.01 DISTRIBUTION OF FUNDS. The Chamber will use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in Section 501(c), Internal Revenue Code.

ARTICLE XII - AMENDMENTS

- 12.01 PROCEDURE. These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, or a majority at any regular meeting of the membership, a quorum being present, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments shall be submitted in writing to the Board or the members, as the case may be, at least twenty (20) days in advance of the meeting at which they are to be acted upon.

