

**ISLAND UNITED POLITICAL ACTION COMMITTEE
BYLAWS**

Adopted 5/14/2008
Amended 10/xx/2009
Amended 6/22/2011
Amended 6/13/2012

ARTICLE I: NAME AND PRINCIPAL OFFICE

Section 1: The organization shall be known as **Island United Political Action Committee (IU-PAC)**.

Section 2: The principal office of the IU-PAC shall be on Padre Island, Corpus Christi, Texas, or at such other place as determined by the Board of Directors.

ARTICLE II: PURPOSE

The purpose of IU-PAC is to maximize representation of Corpus Christi residents on Padre and Mustang Islands in area government by promoting and supporting, by the endorsement process, proactive and unified voting in non-partisan races and other issues and referendums put to public vote. Endorsements will be selected by the Islands' voters who choose to participate in the selection process. Position statements on issues and referendums will be determined by the Board of Directors after receiving input from members.

ARTICLE III: POLICY

Section 1: IU-PAC shall focus primarily on endorsing a district four candidate, one at-large city council candidate and a Corpus Christi mayoral candidate of its choice.

Section 2: IU-PAC may endorse as many as three at-large candidates, however not at the expense of weakening its support for its primary at-large candidate.

Section 3: IU-PAC shall promote the active involvement of Island residents in all local Corpus Christi elections.

ARTICLE IV: MEMBERSHIP

"Member" refers to a registered voter in Precinct 40 and 81 and a registered voter in Precinct 19 who is eligible to vote in Corpus Christi elections. Members may participate in all aspects of the IU-PAC as referred to within these By Laws.

ARTICLE V: BOARD OF DIRECTORS: SELECTION and TERM of OFFICE

Section 1: The affairs of IU-PAC shall be managed by a Board of Directors. The Board of Directors of IU-PAC shall consist of twelve (12) members. One Board membership is hereby designated for a member of the Flour Bluff Business Association, that will be appointed by the FBBA and shall serve at the behest of, and for a term determined by said group. If the member vacates his board position, the FBBA may fill that position and if no member is so appointed, the position shall remain open until such future appointment.

Section 2: Election and Term. New Directors shall be elected at the annual meeting of the Members (except as provided in Sections 1&3 of this Article). The term of office of the Directors shall be two (2) years and there is no limit on the number of terms served. The Directors' term of office shall overlap so that at least 40% of the Directors positions expire every year. Each Director elected shall hold office until his term expires at a succeeding annual meeting of the members and his successor shall be elected and shall qualify, or until his death, or until he shall resign or be removed in the manner hereinafter provided.

Section 3: Death, Resignation and Removal; Filling Vacancies. Any director may resign at any time by giving written notice to the other directors, and any director may be removed from membership on the board by a vote of a majority of the directors. Any vacancy in the board shall be filled by simple majority vote of directors present at the board meeting. A director is expected to attend all Board meetings.

Section 4: Compensation and Expenditures. Directors shall serve without pay unless expressly approved by the members entitled to cast a majority of the votes in the IU-PAC. However, a director may be reimbursed for expenditures with board approval.

Section 5: Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of the president. Any action so approved shall have the same effect as though taken at a meeting of the board.

ARTICLE VI: MEETINGS of DIRECTORS

Section 1: Place of Meetings. The Board of Directors shall hold their meetings, both regular and special, except as otherwise provided by statute, at the office of the IU-PAC or at such place as shall be approved by the Board of Directors. All meetings are open to the public with the exception of called Executive Sessions per Article VI, Section 6.

Section 2: Meetings. Monthly meetings of the Board of Directors may be held at such place and hour as may be fixed from time to time by resolution of the Board of Directors.

Section 3: Special Meetings. Special Meetings of the Board of Directors may be called by the President on two (2) days notice to each director, either personally or by mail, e-mail or facsimile transmission; or special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of five (5) directors. Except as may be otherwise expressly provided by statute, the Articles of Incorporation, these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 4: Quorum. At all meetings of the Board of Directors the presence of a majority of the number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the Articles of Incorporation, these Bylaws. If a quorum shall not be present or available at any meeting of the Board of Directors, business may be conducted by the President or presiding Officer through unanimous consent only of all directors present using real time communication (telephone, teleconference, web cam, etc) for the purpose of obtaining a majority.

Section 5: Proxy: A director may vote (but not count toward a quorum) by written proxy through another director. Proxy is valid for only one meeting and solely for agenda items.

Section 6: Executive Session: Executive Session may be called by simple majority vote of the directors present.

ARTICLE VII: NOMINATIONS AND ELECTIONS

Section 1: Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and four or more members of the IU- PAC. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members in which directors are to be elected, to serve from the close of such annual meeting until the close of the next annual meeting in which directors are to be elected. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2: Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast as many votes as they are entitled to exercise. Proxies are valid 3 – 30 days.

ARTICLE VIII: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1: Powers. The business and affairs of IU-PAC shall be managed by its Board of Directors in accordance with the Articles or Bylaws that do not circumvent or violate existing law.

Section 2: Duties. It shall be the duty of the Board of Directors:

(a) to make available to members by July 31 an annual report completed by the treasurer and secretary;

(b) to supervise all officers, agents and employees of the IU-PAC, and to see that their duties are properly performed.

ARTICLE IX: ENDORSEMENTS & POSITION STATEMENTS

The endorsement process shall be developed by the Endorsement Committee with approval of the Board to establish a procedure that ranks candidates by IU-PAC membership voting for specific offices. The Issues and Forums Committee shall develop, with approval of the Board, a procedure which allows the Board to determine whether to make a position statement on local issues and, if so, to develop that statement.

ARTICLE X: COMMITTEES

Section 1: General The President, or a majority of the Board, shall designate a Chair to all committees, both Standing Committees and Ad Hoc Committees. In the event an ad Hoc Committee is formed, the President, or a majority of the Board, shall also establish the purpose for the committee. The membership of a committee (with the exception of the Nominations Committee) shall be determined by the Chair with a minimum of two members from the IU-PAC. Vacancies in the membership of the committee shall be filled by the Chair and approved by the Board President. Prior to incurring any expenses for reimbursement, each committee will develop a budget and request Board approval.

Section 2: Standing Committees. The following is a list of standing committees:

a. Endorsement. See **ARTICLE IX**

b. Fundraising

c. Get Out the Vote.

d. Issues and Forums

e. Membership

f. Nominating. See **ARTICLE VII.**

g. Website

ARTICLE XI: MEETINGS OF MEMBERS

Section 1: Place of Meetings. Meetings of the members shall be held at a location on Padre Island or in Corpus Christi, Texas, unless expressly excepted by majority vote of the Board of Directors for reasons that clearly benefit the membership of the IU-PAC.

Section 2: Annual Meeting. The annual meeting of members shall be held on the last Saturday in June, or on such date and at such time by the Board of Directors of the IU-PAC.

Section 3: Special Meetings. Special meetings of the members shall be called by the president or upon written request of five members of the Board of Directors, or sixty (60) members of the IU-PAC.

Section 4: Notice. Posted notice of all IU-PAC meetings will specify the date, hour and place of the meeting and shall be available to each member not less than ten (10) nor more than thirty (30) days prior to the date fixed for said meeting. Notice of special meetings shall in addition specify the general nature of the business to be transacted at the meeting.

Section 5: Purposes. Business transacted at any special meeting shall be confined to the purpose stated in the notice thereof.

Section 6: Quorum. The presence in person at any meeting of a minimum of 30 members entitled to cast a vote in the IU-PAC shall constitute a quorum for holding any meeting of the members of the IU-PAC. If, however, such quorum shall not be present or represented at any meeting, the members present, in person or represented at any meeting of members, though less than a quorum, may adjourn the meeting to a later date and give notice thereof to all the members in accordance with the provision of Section 4 of this Article X, and at that meeting whatever members are present shall constitute a quorum. If a quorum shall be present or represented by proxy at such meeting held in lieu of the adjourned meeting(s), any business may be transacted at such meeting as originally notified.

Section 7: Majority Vote. The vote of members entitled to cast a majority of the votes thus represented at a meeting at which a quorum is present shall be the act of the members' meetings, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 8: Voting Rights. Each member may cast as many votes as he is entitled to exercise under the terms and provisions of the Articles on each matter submitted to a vote at a meeting of members, except to the extent that the voting rights of any members have been suspended in accordance with the Bylaws.

Section 9: Proxies. Any member may attend and vote at any meeting of members in person or by a proxy vote filed with the Board of Directors. Any designation of an agent to act for a member may be revoked when the board shall receive actual notice of the death or judicially declared incompetence of such member. Proxies are valid 3 – 30 days.

Section 10: List of Members. A Voter's Registration List specific to IU-PAC membership shall be available at the time and place for the Annual Meeting and the Endorsement Meetings.

Section 11: Record Date. The Board of Directors may fix in advance a date, not exceeding fifty days preceding the date of any meeting of members, as a record date for the determination of the members entitled to notice of, and to vote at, any such meeting, and any adjournment thereof, and in such case such members and only such members as shall be members of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof, notwithstanding any change of membership on the books of the IU-PAC after any such record date fixed as aforesaid.

Section 12: Action Without Meeting. Any action required by the statutes to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members in the IU-PAC.

Section 13: Approval by Mail Ballot. The Board of Directors may decide from time to time to determine certain issues by voting of the membership using a ballot. The percentage participation to achieve a quorum or decide an issue is the same as when voting in a meeting of the membership as specified in these Bylaws. The Board shall designate a deadline and method for return of voted ballots.

ARTICLE XII: Notices

Section 1: Delivery. Any notice to a director or member shall be in writing and delivered personally, electronically or mailed to the director or member addressed to the director or Member. Notice by mail shall be deemed to be given at the time postmarked. Notice to members may alternatively be through posting in the island newspaper and the IU-PAC website.

Section 2: Waivers. Whenever any notice is required to be given to any member or director by law or the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3: Attendance at Meetings. Attendance of any member or director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4: Communication with Membership. All communication with membership shall be completed by the Secretary, Membership Chair or board appointee. All such communication shall be with the approval of the president or three additional directors.

ARTICLE XIII: OFFICERS and THEIR DUTIES

Section 1: Enumeration of Officers: The officers shall be President, Vice President, Secretary, and Treasurer all of whom shall at all times be a member of the Board of Directors, and such other offices as the board may from time to time by resolution create.

Section 2: Election of Officers: The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3: Term: The officers of the IU-PAC shall be elected annually by the board and each shall hold office for one year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve. Officers may not serve more than two consecutive full terms in the same office, except for the Treasurer. They will take office July 1st annually.

Section 4: Special Appointment. The board may elect such other officers as the affairs of the IU-PAC may require, each of whom shall hold office for such period, have such authority, and perform such duties as the board may, from time to time, determine.

Section 5: Resignation and Removal. Any officer may be removed from office with cause by a majority of the directors of the IU-PAC present at a meeting called for that purpose. Any officer who misses three (3) consecutive regular meetings of the board may be removed from office, with simple majority vote of the Board. Any officer may resign at any time by giving written notice to the board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6: Vacancies. A vacancy in any office may be filled for the remainder of the vacated office term by a vote of the majority of the remaining Board of Directors.

Section 7: Multiple Offices. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8: Duties

(a) The **President** shall be the chief executive officer of the IU-PAC, shall preside at all meetings of the members and the Board of Directors, shall have general and active management of business of the IU-PAC and shall see that all orders and resolutions of the Board of Directors are carried into effect. The president is the official spokesperson of IU-PAC.

(b) The **Vice President**, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. He/she shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

(c) The **Secretary** shall attend and record proceedings of the Board of Directors and all meetings of the membership and post minutes of such meetings. He/she shall also perform such other duties as requested by the Board President.

(e) The **Treasurer** shall have the custody of the IU-PAC funds and shall keep full and accurate accounts of receipts and disbursements. He/she shall be responsible for complying with all requirements of the Texas Ethics Commission and other filing requirements as mandated by the City of Corpus Christi, Nueces County, the State of Texas, or the federal government.

ARTICLE XIV: FINANCES

Section 1: The fiscal year shall be July 1 through June 30;

Section 2: The financial report shall be presented to the members at all board meetings and at the annual membership meeting.

ARTICLE XV: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern IU-PAC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that IU-PAC may adopt.

ARTICLE XVI: DISPOSITION OF FUNDS UPON DISSOLUTION

Should IU-PAC be dissolved by the appropriate action of the Board, any remaining funds shall be distributed to a candidate or charity as determined by the Board of Directors. If

current law allows, donations in excess of \$499 in prior six months may be returned to the donor. Should such donations exceed the remaining funds, they shall be prorated among the aforementioned donors

ARTICLE XVII: AMENDMENTS TO THE BYLAWS

Section 1: These bylaws may be amended by a majority vote of members present at the annual meeting or a specially called meeting. Written notice of such amendments shall be available to the membership at least thirty days prior to said meeting;

Section 2: Amendments to these bylaws may be proposed by the Board of Directors, or by written petition signed by at least ten members, provided, however, that such petitioned amendments are submitted to the Board of Directors at least forty-five days prior to the annual meeting at which such amendments are to be voted upon.

Section 3: The Board of Directors shall be responsible for reporting the effect of any proposed bylaw amendment to the members at the meeting at which such amendments are to be voted upon.