



**Greater Dallas
Hispanic Chamber
of Commerce**

2025-27 BOARD NOMINATIONS & CRITERIA GUIDE

GREATER DALLAS HISPANIC CHAMBER OF COMMERCE (GDHCC) MISSION

Growing and supporting the Hispanic business community in North Texas.

WELCOME 2025-27 GDHCC DIRECTOR NOMINEES

Thank you for your interest in serving on the GDHCC's Board of Directors. Your desire to do so illustrates your commitment and dedication to the GDHCC and the Hispanic business community.

The information contained in this packet is designed to provide you with a clear understanding of duties and responsibilities associated with serving as a Director on the GDHCC Board, as well as on the candidate selection process itself.

Included in this packet you will find:

- Duties and Responsibilities for Directors
- Financial Give or Get Commitment
- Qualifications
- Terms of Office
- Social Time
- Expense Reimbursement
- Nominating Process
- Ratification Process and Timeline
- Letter of Intent Requirements
- Resume Requirements
- List of Documents Required to Complete Candidate Nomination Packet

The deadline to submit your nomination is 5:00 pm CST on August 1, 2024. We ask that you review the entire packet to evaluate your ability to fulfill the duties, responsibilities and commitments required of GDHCC Directors. If you have questions about the process or the materials to be submitted, please contact Diana Flores at 214.521.6007 or by e-mail at diana@gdhcc.com.

Suzanne Cruz Sewell

Suzanne Cruz Sewell
Chair, GDHCC Governance Committee

DUTIES AND RESPONSIBILITIES

The duties and responsibilities serve as guidelines for Board participation. They are also useful in identifying and recruiting potential Board Directors as well as serving as an evaluation tool on a regular (e.g., annual) basis for the Governance and Nominating Committee and the Board as a whole to assess proposed or current Board members' various contributions to the organization.

The powers vested in the Board of Directors are defined in the GDHCC Bylaws, Article V, and Section 1. Powers: "There shall be a Board of Directors of the GDHCC which shall supervise and control the business, property, policies and affairs of the GDHCC, except as otherwise expressly provided by law, the Articles of Incorporation of the GDHCC, or these bylaws."

A Director, with other Board Directors, provides policy direction to the GDHCC which includes, but is not limited to, fundraising for the GDHCC, conducting of an annual performance review of the President/CEO of the organization, budget review and approval, establishing policies, contributing to the formation of marketing strategies and generally advising and assisting the GDHCC President/CEO.

GDHCC BOARD MEMBERS ARE EXPECTED AND, IN SOME CASES, REQUIRED BY GDHCC BYLAWS AND/OR BOARD POLICY TO CONTRIBUTE TO AND PARTICIPATE IN THE ORGANIZATION IN THE FOLLOWING WAYS:

- **Dues:** Board members must always be members in good standing by having their dues paid and current.
- **Attendance at Board Meetings:** Board members are required to attend a majority of Board meetings each year in person. However, if a Board member is away from the home location, remote attendance via teleconferencing means is acceptable.
- **Financial Commitment:** Board members have a give or get financial commitment as follows:
 - **Entrepreneur** members have a financial commitment of \$5,000 annually.
 - **Nonprofit** members have a financial commitment of \$5,000 annually.
 - **Corporate** members have a financial commitment of \$25,000 annually.
- **Financial Management:** Participate in reviewing and approving an annual budget for the GDHCC and reviewing its revenues and expenses on a quarterly basis to ensure that the GDHCC's mission is being upheld and its finances are managed in a sound and ethical manner.
- **President/CEO:** Participate in hiring the President/CEO and reviewing the President/CEO's performance annually.
- **Policies and Procedures:** Set policies and procedures to ensure that the corporation is organized and managed in an accountable, fair and systematic manner and in compliance with applicable law.
- **GDHCC Events:** Serve as a goodwill ambassador at GDHCC events through individual attendance and participation.
- **Support of GDHCC:** Demonstrate support for the GDHCC by promoting its good work, generating goodwill for the organization, encouraging support for its efforts, and keeping informed about its programs and activities through:
 - **Knowledge and Skills:** Contribute knowledge and skills in at least one area essential to Board Governance.
 - **Promoting GDHCC:** Help promote the GDHCC's visibility and advocate for its programs by involvement in GDHCC events, program initiatives, and advocacy efforts.

- **Financial Resources:** Help develop financial or other resources that support GDHCC operations and programs, i.e., fundraising.
- **Membership:** Helping the GDHCC understand and reach diverse communities and grow its membership.

CONFLICT OF INTEREST

Board Directors must sign the Conflict-of-Interest statement annually at the beginning of each calendar year of their term verifying that they, individually and as a representative of their business, corporation or nonprofit organization, shall have no conflict of interest with the GDHCC, its mission, membership recruitment and initiatives, programs, events and/or any and all other aspects of the GDHCC, its organization and operations.

INDIVIDUAL GDHCC BOARD PERFORMANCE IS REGULARLY EVALUATED USING THE FOLLOWING CRITERIA:

1. Attend a majority of Board meetings each year in person
2. Act on behalf of the GDHCC and its interests, putting aside personal concerns, affiliations or constituencies
3. Serve on at least one Board committee
4. Make a minimum annual “give or get” financial contribution to GDHCC in the amount of \$5,000 for entrepreneurs and nonprofits, and \$25,000 for corporate members; in-kind contributions, while welcomed, do not qualify to fulfill the “give or get” financial contribution to GDHCC.
5. The give or get financial commitment must be met by each Board member by June 1st of each year.
6. Help staff to promote GDHCC good work and visibility by introducing the organization to new communities, corporate sponsors, foundations, media and helpful individuals and potential partners.
7. Contribute expertise in particular areas of nonprofit management, governance, finance, membership, technology or other areas that advance the GDHCC mission and strategy.

BOARD MEMBER’S FINANCIAL GIVE OR GET COMMITMENT

A primary responsibility of board members of nonprofit organizations is to assure the financial health of the organization. As such, the GDHCC Board of Directors has established a policy that requires individual board members to commit to an annual contribution which must be met by June 1st of each year. The individual give or get financial commitment for board members is as follows:

- **Entrepreneur and Nonprofit Board Members:** \$5,000 annually which is contributed by the board member or which the board member obtains from others in the form of sponsorships, program support and/or in-kind contributions that offset GDHCC operational expenses.
- **Corporate Partner Representatives:** \$25,000 annually which is contributed by the corporation in the form of sponsorships, program support and/or in-kind contributions that offset GDHCC operational expenses.

QUALIFICATIONS

Entrepreneur, Corporate or Nonprofit candidates must be a member in good standing of the GDHCC to include:

- Member in good standing – must be paid current with all GDHCC membership dues
- GDHCC follows the Small Business Administration’s small business size/revenue standards to assess whether a member organization qualifies as an entrepreneur or a corporate member
- **Entrepreneur Candidates:**
 - Entrepreneur candidates must be a co-owner, managing partner (51% minimum), or have a controlling interest of the business for a minimum of three years and must serve for a minimum 3-year term and may serve for a maximum of six years (two 3-year terms). Franchisees/independent agents may be considered as candidates for the GDHCC Board the same as an entrepreneur member if they do not have the authority to legally bind their corporation. *[Note: Controlling interest is defined as ownership interest in a corporation with enough voting stock shares to prevail in any stockholders’ motion.]*
- **Corporate Candidates:**
 - Corporate candidates must be an employee of the corporation who is a member of the GDHCC and is the equivalent of a director or officer of the said corporation for a minimum of one (1) year.
 - Corporate candidates must be a current representative of the corporation’s membership with the GDHCC.
 - Corporate candidates must have support and commitment from their corporation to serve on the GDHCC Board (must provide written letter of support).
- **Nonprofit Candidates:**
 - Nonprofit Candidates must be an employee of the nonprofit organization who is a member of the GDHCC and is the equivalent of a CEO, President or Executive Director of said nonprofit organization.
 - Nonprofit candidates must be a current representative of the nonprofit organization in the organization’s membership with the GDHCC.
 - Nonprofit candidates must have the support and commitment from their board to serve on the GDHCC Board (must provide written letter of support).

TERMS OF OFFICE

- Directors on the Board of Directors shall serve a term of three (3) years.
- A Director has the right to serve one additional 3-year term upon mutual agreement with the GDHCC.
- Individuals who have served on the Board for the maximum terms/years can be considered to serve on the Board again after staying off the Board for three (3) years.

PARTICIPATION & NETWORKING

GDHCC Directors are required to attend and represent the leadership of the GDHCC at member and program events sponsored by the GDHCC. The minimum required attendance is at least one GDHCC

member or program function (other than monthly BOD meetings) each quarter.

At times, Directors are invited to represent the GDHCC at our partnering organizations and community events for networking and outreach purposes on behalf of the GDHCC.

EXPENSE REIMBURSEMENT

GDHCC Directors are not reimbursed for expenses unless approved by a majority of the Board.

NOMINATIONS PROCESS

All Director nominations from the membership for the vacated Board positions are subject to the qualifications and criteria set and approved by the Board of Directors.

Completion and submission of a nomination packet does not guarantee Board selection. Candidates must complete and submit the required nominations materials via electronic submission: Diana Flores diana@gdhcc.com

Deadline for submitting nominations is August 1, 2024, by 5:00 pm CST.

All candidates considered for a position on the Board will be invited to an interview with members of the Governance Committee. An interview does not guarantee Board selection.

TIMELINE AND RATIFICATION PROCESS

June 3 to August 1	Nominations accepted for 2025-27 BOD Term
August 1 – 5:00 pm	Deadline for submitting nomination packets
August 1-2	Candidate packets reviewed, and selection made of candidates to be interviewed by the Nominations Committee
August 7-9	Candidate interviews are conducted by the Nominations Committee
August 16	Governance Committee submits recommended slate of Directors for vacated positions to GDHCC Board; the presented slate may be approved or rejected in whole or in part by the Board of Directors
August 21	Slate is approved by GDHCC Board
August 26	Slate of Directors for 2025-27 term is announced to the membership
September 26	GDHCC Annual Membership meeting – the Chairman of the Board will: <ul style="list-style-type: none">• Present the active Directors still in term• Present the slate of Director nominees for the vacated positions• Call for nominations from the floor• If there are no nominations from the floor, call for ratification of recommended slate of Directors

LETTER OF INTENT

The letter of intent must include the expertise and key skill sets the candidate possesses which will benefit the GDHCC in fulfilling its mission and its goals/objectives as defined in the Strategic Plan.

RESUME

Candidates must submit a current resume. The resume must include the key components listed below. If they are not contained in the resume, please attach an addendum to include the missing components. All key components listed below must be addressed in your resume or in the addendum.

If you are selected as a candidate for ratification, information will be summarized from your resume and presented to the Governance (Nominating) Committee with the announcement of your candidacy.

- Name
- Formal education
- Work experience – list employer name, city, state, your role/title, and dates of employment; include this information for current and previous positions
- Professional associations, community services – list all membership and leadership roles in local, state, regional and national associations and organizations, as well as dates of membership
- Awards, honors and recognitions

NOMINATION PACKET

Nomination packets must be submitted via electronic submission by 5:00 pm CST on August 1, 2024. The candidate's nomination packet must include:

1. Completed Nominee Application form
2. Letter of intent
3. Resume
4. Financial Give or Get Commitment Letter (see pg. 3)
5. Business profile (entrepreneur candidates)
6. Company profile (corporate candidates)
7. Nonprofit profile (nonprofit candidates)
8. GDHCC involvement – current and/or prior
9. Minimum one letter of recommendation

SUBMIT THE ABOVE ITEMS VIA E-MAIL TRANSMISSION TO DIANA@GDHCC.COM .

Deadline for submitting nominations August 1, 2024 by 5:00 pm CST.