



Houston MBEIC Charter

Vision and Purpose

The purpose of the MBE Input Committee (MBEIC) is to be a mandated Standing Committee of the Houston Minority Supplier Development Council (HMSDC) serving as the representative body of minority business enterprises (MBEs) from all ethnic backgrounds, accepting responsibility for making a difference in the minority business community and fostering a harmonious relationship between minority suppliers and corporate members. The MBEIC provides counsel and recommendations so that programs and projects implemented by the HMSDC are relevant and supportive of minority business development.

1. The mission of the MBEIC is to provide advice, input, and assistance to the HMSDC President and Board of Directors regarding programs, services, and activities to further the HMSDC's mission and enhance minority business economic inclusion.
2. The MBEIC is distinguished from other HMSDC Standing Committees in that the MBEIC Chair serves on the HMSDC Board of Directors as a function of the Chair's duties and responsibilities. The Chair and Vice-Chair are elected by duly-authorized representatives of HMSDC-certified businesses, and MBEIC membership is comprised of business owners, presidents, or officers of certified MBEs who are authorized to independently obligate the MBE to a contractual relationship and who may represent the MBE on matters impacting other MBEs certified by the HMSDC.
3. The MBEIC is the only Standing Committee that represents HMSDC-certified businesses at the Quarterly NMSDC Network Leadership Meetings. The MBEIC also plans annual events for the purpose of fostering communication and interaction between MBEs and corporate members.

MBEIC Meetings

1. The HMSDC President shall be an ex-officio member of the MBEIC and may elect to attend all meetings of the MBEIC or to designate a staff member to attend.
2. The MBEIC Chair may schedule MBEIC Leadership Team meetings and Subcommittee meetings. The HMSDC President will be provided written notice of MBEIC Leadership Team meetings and Subcommittee meetings and may elect to attend or designate a staff member to attend.

3. Notices of regular MBEIC meetings shall routinely include the Chairs and Vice Chairs of the other HMSDC Standing Committees.
4. The MBEIC Chair reports on the progress of the Houston MBEIC and national MBEIC to the HMSDC Board of Directors at regular meetings of the board.
5. The MBEIC welcomes new members who are eligible to serve on the MBEIC and the HMSDC staff shall regularly update the MBEIC membership roster with the business name and the name and e-mail address of the authorized representative of each new committee member. The updated roster will be reflected in the meeting minutes of each regular MBEIC meeting.

Board Support

1. The Board of Directors commits to the following MBEIC support:
 - a. A staff liaison to the Committee that serves as an ex-officio member of the committee.
 - b. Financially reimbursing approved expenses of the Houston MBEIC Chair who represents the MBEIC at Quarterly Leadership meetings, including registration fees, travel, and lodging within thirty (30) days of submission of receipts.
 - c. Financially supporting the cost of annual meetings/events planned by the MBEIC leadership and approved by the President.

Organization

1. The MBEIC shall be comprised of HMSDC-certified MBEs that meet the membership eligibility criteria and participation shall be open to all eligible certified MBEs regardless of race or ethnicity, gender, or size (Class I, II, III, or IV) of the minority business enterprise.
2. Current HMSDC-certification shall be a continuing requirement for all MBEs participating on the MBEIC.
 - a. In addition, the Chair and Vice-Chair and all Subcommittee Chairs shall demonstrate their commitment to the goals and objectives of the MBEIC and the HMSDC by attending major HMSDC programs and events such as the annual HMSDC Business EXPO, the annual networking/award luncheons, the annual Town Hall Meeting, and the annual joint MBEIC and Supplier Diversity Advisory Committee meetings/events.
 - b. Further, the MBEIC Chair and Vice-Chair and all Subcommittee Chairs shall have been an active member of the MBEIC for a minimum of one (1) year, must agree to adhere to the MBEIC Code of Ethics, and must be willing to represent the interests of all MBEs and not just

the interests of their own company, companies similar to their own, or companies with whom they partner. "Active member" shall be defined as attending a minimum of fifty per cent (50%) of the regular MBEIC meetings.

MBEIC Leadership Team

1. The MBEIC Leadership Team will be comprised of the Chair and Vice Chair (who shall be elected by vote of all certified MBEs with a current valid certification), the immediate past Chair, and the Subcommittee Chairs who are appointed by the Chair.
2. Candidates for MBEIC Chair and Vice Chair must have previously demonstrated leadership skills and leadership commitment by previously serving a minimum of one year as:
 - a. Chair of an MBEIC Subcommittee or
 - b. Chair of another HMSDC Standing Committee, or
 - c. An active member of the MBEIC. "Active Member" shall be defined as attending fifty percent (50%) of the regular MBEIC meetings.
3. MBEIC Subcommittees shall include but may not be limited to the following: Awards Committee, Forums Committee, Legislative Committee, MBEIC/SDAC Committee, and Town Hall Committee.
4. The first election of MBEIC officers shall be held in conjunction with the annual HMSDC Business EXPO and newly-elected officers will assume office on January 2, 2019. Thereafter, the election of officers shall be held bi-annually in even-numbered years in conjunction with the annual HMSDC Business EXPO and assume office on the first business day of the new year.
5. The Chair will serve as a director on the HMSDC Board of Directors, shall have the same rights and responsibilities as other directors, and will attend meetings of the board. The Chair represents the MBEs certified by the HMSDC, advocates the interests of the MBEs, and offers input regarding how the HMSDC may more effectively serve the MBEs. The Chair complies with written board policies that establish standards for directors' behavior. The Chair will exercise discretion in sharing information with the MBEIC that is discussed at meetings of the Board of Directors.
6. The elected Chair shall be the only representative of the Houston MBEIC at all NMSDC Network Leadership Meetings unless elected to a national MBEIC position. In the absence of the Chair, an MBEIC member elected to a National MBEIC position may represent the Houston MBEIC with prior advice and consent of the Houston MBEIC.
7. The Chair shall plan and preside at regular MBEIC meetings and at MBEIC Leadership Team meetings scheduled on an as needed basis for advancing the goals and objectives of the MBEIC

and the HMSDC. The annual MBEIC Retreat shall be construed as a regularly-scheduled MBEIC meeting.

8. In the absence or short-term disability of the Chair, the Vice-Chair shall perform the duties of the Chair.
9. In the event the Chair is unable to complete his/her term due to resignation or removal from office for documented violation(s) of this MBEIC Charter the Vice Chair shall serve as MBEIC Chair for 90 days. During the 90 day period, members of the MBEIC committee shall vote to approve the continuation of Chair to complete the remaining term by a simple majority vote. If the majority members of the MBEIC vote that the Chair shall not complete the remaining term, an interim election will be held to elect the new Chair, unless there are fewer than 90 days remaining in the Chair's term.
 - a. An interim election will be conducted at which time all currently-certified MBEs will vote to determine the MBE who will complete the term of the former Chair.
 - b. The vote of the members of the MBEIC shall occur within ninety (90) days of written notice of the Chair's resignation or removal or the date of the event prohibiting the Chair from completing his/her term of office.
 - c. Completion of the Chair's term of office shall not prohibit the Vice Chair, if subsequently elected as Chair, from serving as the elected Chair for two full terms.
 - d. The Vice-Chair shall perform all duties incident to the office of the MBEIC Vice Chair and such other duties as may be agreed upon with the MBEIC Chair.
 - e. The Vice-Chair may chair a MBEIC Subcommittee and may serve as an MBEIC liaison to the Chairs of other HMSDC Standing Committees that may impact the MBEIC's success in achieving the goals and objectives of the MBEIC and the HMSDC.
 - f. The Subcommittee Chairs shall attend the regular meetings of the MBEIC, shall attend meetings of the MBEIC Leadership Team convened by the Chair, report monthly progress made toward achievement of the Subcommittee's annual goals and objectives, and assess the Subcommittee's performance against pre-established key performance indicators.
 - g. The Subcommittee Chairs shall plan and preside at regularly-scheduled Subcommittee meetings focused on the goals and objectives of the MBEIC and the HMSDC to further the direction of the MBEIC in achieving its goals and objectives.

- h. The Subcommittee Chairs shall perform all duties incident to the Committee and such other duties as may be agreed upon with the MBEIC Chair.

Eligibility for Serving and Terms of Office

Elected officers (the MBEIC Chair and Vice-Chair) shall meet the following requirements:

1. Must be the CEO, President, or for a Class III, Class IV, or Corporate Plus company, must be an officer who can obligate the company to a contractual relationship.
2. Must have previously demonstrated leadership skills and leadership commitment by previously serving a minimum of one year as:
 - a. Chair of an MBEIC Subcommittee; or
 - b. Chair of another HMSDC Standing Committee; or
 - c. An active member of the MBEIC. "Active Member" shall be defined as attending fifty percent (50%) of the regular MBEIC meetings.
3. Must serve for a term of two (2) years unless re-elected to a second two-year term.

Amendments to the Charter

Proposed amendments to this Charter will be considered by the HMSDC President, MBEIC Leadership Team and a written response made to any eligible proposer no later than ninety (90) days after receipt of the proposed amendment.

Threshold for Consideration of Proposed Amendment

Any proposed amendment to the Charter must be submitted in writing to the HMSDC President and the MBEIC Chair by the authorized representative of a HMSDC-certified MBE. An amendment proposed by an MBE who is not an authorized representative or proposed by an MBE that is not currently certified by the HMSDC will not be considered. The HMSDC President shall verify the eligibility status of the proposer within ten (10) days following receipt of the proposed amendment.

Proposed Amendments for Consideration

An amendment proposed by an MBE or by the Leadership Team must specify the Charter language that will be altered by the proposed amendment and include the rationale for the proposed amendment. After the proposer has been determined to be eligible, the following procedure will be followed:

- a. A copy of the proposed amendment and rationale will be provided to the HMSDC President and MBEIC Chair. The MBEIC Chair will convene a meeting of the Leadership Team to discuss the proposed amendment.
- b. Subsequent to the Leadership Team meeting at which the proposed amendment is discussed, a copy of the proposed amendment and rationale will be provided to the members of the MBEIC and discussion of the proposed amendment will be placed on the next regular MBEIC meeting agenda for the purpose of soliciting MBEIC member comment.
- c. Notice of the proposed amendment and the rationale provided by the proposer will be publicized by e-mail blast to all HMSDC-certified MBEs not less than three times during the ninety-day (90-day) response period for the purpose of soliciting questions and comments. Said notice shall specify a deadline for MBE responses.
- d. Subsequent to the foregoing deadline, the members of the MBEIC committee shall consider the feedback provided by the MBEs before voting that: (1) the Charter will be amended by accepting the proposed amendment as written, (2) editing the proposed amendment with the consent of the proposer, or (3) declining the proposed amendment.
- e. The HMSDC President shall advise the proposer of the outcome of the MBEIC Committee vote.
- f. The Chair shall be responsible for preparing an addendum to the Charter that incorporates the new or revised language, the specific Charter provision that was amended, and the date on which the amendment was approved by the vote of the MBEIC committee.

MBEIC Procedural Document

The charges of the MBEIC Subcommittees and specific administrative procedures giving effect to the provisions of this Charter that may be revised without formal amendment of this Charter, shall be reduced to writing in the "MBEIC Procedural Document" which shall be mutually-developed and agreed upon by authorized representatives of the HMSDC staff and the MBEIC. However, the revision date shall be footnoted and the revised procedure will be distributed to the members of the MBEIC.