

Charlotte County Chamber of Commerce
BY-LAWS

ARTICLE I

GENERAL

Section 1 **NAME**

This organization is incorporated under the laws of the State of Florida and shall be known as the Charlotte County Chamber of Commerce Incorporated (hereinafter "Chamber").

Section 2 **PURPOSE**

The Charlotte County Chamber of Commerce is organized to advance the prosperity and general welfare of its business members and the community they serve.

Section 3 **LIMITATION OF METHODS**

The Chamber shall observe all local, state and Federal laws which apply to a non-profit organization as defined in Section 501 (C) (6) of the Internal Revenue Code.

ARTICLE II

MEMBERSHIP

Section 1 **ELIGIBILITY**

Any person, association, corporation, partnership or estate interested in or sympathizing with the objects of this corporation shall be eligible for membership provided, however, the following minimum criteria are met by an applicant:

- a. Recommendation from another chamber of commerce or two local Chamber members, and
- b. Subject to six month probation period, and at the end of that time shall automatically become full members, and
- c. Compliance with all state, county and city licensing requirements for the business to be operated by the applicant, and
- d. No record of written complaints with the Better Business Department of the Charlotte County Chamber of Commerce.
- e. A commitment to act in accordance with the Code of Ethics promulgated by the Charlotte County Chamber of Commerce and its policies for the Better Business Department.

Section 2 **ASSOCIATE MEMBERS**

Employees of Chamber members, individuals not affiliated with a business organization, employees of government agencies and employees of other organizations approved by the Board of Directors, shall be eligible to join the Chamber as associate members. Employees of business organizations that are not members of the Chamber shall not be eligible to join the Chamber as associate members.

Section 3 **ADMISSION TO MEMBERSHIP**

Application shall be made in writing to the Board of Directors of this corporation. Members may be admitted to membership at any meeting of the Board of Directors by a two-thirds vote of those present.

Section 4 **PAYMENT OF MEMBERSHIP INVESTMENT**

Following admission, members shall pay their first year's membership investment; said investment may be paid in the manner set up by the Board. Upon payment of the membership investment, a member shall be entitled to all rights and privileges of the corporation.

Section 5 **FORFEITURE AND EXPULSION**

If any member shall fail to pay their dues payment within ninety days from the date payable, the membership shall be forfeited, and all rights and privilege as a Chamber member shall be terminated.

If any member shall have failed to adequately respond to one or more complaints lodged with the Chamber, the membership of that member shall be subject to review by the Board of Directors, and such member may be placed on probation for a period not to exceed six months or may be removed from membership by a two-thirds vote of the Board of Directors present.

A member may be expelled for other cause upon a two-thirds vote of the members of the Board of Directors present.

Section 6 **RESIGNATION**

A member may resign in good standing if their membership investment is paid in full at the date of the resignation.

Section 7 **DUES/INVESTMENT**

The minimum membership dues/investment schedule for individuals and for businesses shall be determined by the Board of Directors. It may be changed from time to time to reflect the changes in the economic conditions of the area and the needs of the Chamber.

Section 8 **VOTING**

Each member (individual, business or otherwise) in good standing shall be entitled to cast one vote.

Section 9 **EXERCISE OF PRIVILEGES**

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals, whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1 ANNUAL MEETING

An annual meeting shall be held after the fiscal year begins at a time and place to be set by the Board of Directors.

Section 2 ADDITIONAL MEETINGS

Additional meetings of the membership may be called at any time by the President or in the event of the absence of

the President then in order by the President-elect or the Executive Director or upon the concurrence, in writing, of two-thirds of the members of the Board of Directors. Notice of additional meetings must be given in writing to the membership not less than five full business days prior to the time of such meeting.

Section 3 **MEMBERSHIP QUORUM**

Ten percent of the then current membership shall constitute a quorum at any regular or special called meeting of the membership.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 **COMPOSITION OF THE BOARD**

A. The Board of Directors shall be composed of a maximum of fifteen elected business members, at least five of whom shall be elected annually to serve for three years, or until their successors are elected, and five appointed ex officio members, for a total of twenty members.

B. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2 **SELECTION AND ELECTION OF DIRECTORS**

- A. Nominating Committee. At the regular June Board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five members of the Chamber. The President shall designate the chairman of the Committee. Prior to July 1, the Nominating Committee shall present to the Executive Director a slate of five candidates to serve three-year terms to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one year must elapse before eligibility is restored.
- B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the Executive Director shall notify the membership by mail of the names of persons nominated as candidates for directors and the right of petition.
- C. Nominations by Petition. Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least twenty qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.
- D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of five candidates shall be declared elected by the Board of Directors at their next regularly scheduled Board Meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for five candidates only. The Executive Director shall mail this ballot to all active members at least fifteen days before the regular August Board Meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten days. The Board of Directors shall at their regular September Board meeting declare the five candidates with the greatest number of votes elected.
- E. Judges. The President shall appoint, subject to the approval of the Board of Directors, at least three, but not more than five judges who are not members of the Board of Directors or candidates for election. Such judges shall have complete supervision of the election, including the auditing of the ballots.

F. Five directors shall be ex-officio members of the Board and shall serve during the incumbency of their official position. They shall have voting privileges and will be:

- (1) Representative of the Charlotte County School District;
- (2) Representative of the City of Punta Gorda;
- (3) Representative of the Charlotte County Board of County Commissioners;
- (4) Representative of the Charlotte County Airport Authority;
- (5) Representative of the Charlotte County Office of Economic Development or its successor

Each entity's representative shall be confirmed by a majority vote of the Board of Directors.

Section 3 **SEATING OF NEW DIRECTORS**

All newly elected Board members shall be seated at the regular October Board meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until their successors have been duly seated.

Section 4 **VACANCIES**

A member of the Board of Directors, other than an ex-officio member, who shall be absent from four regular meetings of the Board of Directors in any one fiscal year shall automatically be dropped from membership on the Board at the end of the fiscal year, unless confined by illness or other absence approved, upon application of the Board member, by a majority vote of those voting at any meeting thereof. Vacancies on the Board of Directors, or among the Officers, shall be filled by the Board of Directors by a majority vote.

Section 5 **QUORUM**

- a. The presence of a majority of all the directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the directors present at a meeting when a quorum is present shall be the act of the Board of Directors.
- b. Limited proxies may be requested and voted by the Secretary at any regular or special meeting, provided all directors are notified that proxies will be eligible to vote. Proxies can only be used when the question is submitted in writing in advance of the meeting and the proxies are returned before the meeting and are not used until the actual vote is taken by the Board of Directors.

Section 6 **TIME OF MEETING**

The meeting shall be held at such times as the Board of Directors may from time to time fix and at other times upon the call of the President or by six of the Directors. Notice of each special meeting, including a teleconference meeting, shall be given by the secretary to each Director not less than five days before the meeting, unless each director shall waive notice thereof before, at or during the meeting.

Section 7 **POLICY** (Statements of Position on Issues)

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

Section 8 **MANAGEMENT**

The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment.

Section 9 **INDEMNIFICATION**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the Chamber, except in relation to matters as to which such Director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V

OFFICERS

Section 1 DETERMINATION OF OFFICERS

The Board of Directors (new and retiring directors) at a regular meeting prior to October 1, shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. The Board shall elect the President, President-elect, as many Vice Presidents as is deemed necessary to conduct the activities of the Chamber, and the Treasurer. Officers will be elected from members of the new Board. All officers shall serve for a term of one year or until their successors assume the duties of office, and they shall be voting members of the Board of Directors.

A vacancy in any office shall be filled in a manner prescribed in Article IV, Section 4.

Section 2 DUTIES OF OFFICERS

President. The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President shall, with the advice and counsel of the Executive Director, assign Vice Presidents to divisional or departmental responsibility, subject to Board of Directors approval. The President shall, with advice and counsel of Vice Presidents and the Executive Director, determine all committees, select all committee chairmen, assist in the selection of committee personnel, subject to approval of the Board of Directors.

B. President-Elect. The President-elect shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. Also, the President-elect shall perform any additional other duties that may be assigned by the President.

C. Vice Presidents. The duties of the Vice Presidents shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

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 in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the Executive Director or, in the absence of either or both, by any two Officers. The Treasurer shall cause a monthly financial report to be made to the Board.

E. Executive Director. The Executive Director shall be the chief administrative and executive officer. The Executive Director shall serve as secretary of the corporation to the Board of Directors, and cause to be prepared notices, agendas, and minutes of meetings of the Board.

The Executive Director shall serve as advisor to the President and Program of Work Committee on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber.

The Executive Director shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.

With assistance of the Divisional Vice Presidents, the Executive Director shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees. With the cooperation of the Program of Work Committee and Budget Committee, the Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The Executive Director shall also be responsible for all expenditures with approved budget allocation.

Section 3 **EXECUTIVE COMMITTEE**

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the President, Immediate Past President, Divisional Vice-Presidents, Treasurer, Executive Director and at the option of the President, two individuals appointed by the President. The President will serve as chairman of the Executive Committee.

A majority of the officers shall constitute a quorum of the Executive Committee.

Section 4 **INDEMNIFICATION**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Officers or former Officers as spelled out in Article IV, Section 9 of these bylaws.

ARTICLE VI

COMMITTEES AND DIVISIONS

Section 1 **APPOINTMENT AND AUTHORITY**

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

A majority of the members of a Committee shall constitute a quorum.

Section 2 **LIMITATION OF AUTHORITY**

No action by any member, committee, division, employee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3 **TESTIMONY**

Once committee action has been approved by the Board of Directors, the president shall designate who shall give testimony to, or make presentations before, civic and governmental agencies.

Section 4 **DIVISIONS**

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII

FINANCES

Section 1 **FUNDS**

All money paid to the Chamber shall be placed in such accounts as may be approved by the Board of Directors.

Section 2 **DISBURSEMENTS**

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3 **FISCAL YEAR**

The fiscal year of the Chamber shall close on September 30.

Section 4 **BUDGET**

As soon as possible after election of the new Board of Directors and Officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5 **ANNUAL AUDIT**

The accounts of the Chamber shall be audited or reviewed at the pleasure of the board annually as of the close of business on September 30 by a certified public accountant or by a committee appointed by the board. The audit shall at all times be available to members of the organization within the offices of the Chamber.

Section 6 **BONDING**

The Executive Director and such other Officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII

DISSOLUTION

Section 1 **PROCEDURE**

The Chamber shall 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 a majority vote the Board of Directors as

defined in IRS Section 501 (c) (3).

ARTICLE IX

Section 1 PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or bylaws of the Chamber.

ARTICLE X

AMENDMENTS

Section 1 REVISIONS

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten days in advance of the meeting at which they are to be acted upon.

Revised, September 23, 1991
February 27, 1995
August 26, 1995

September 27, 1999
December 20, 1999
February 28, 2000

June 25, 2001
November 26, 2001
February 28, 2005

May 21, 2007
April 22, 2019

Officer Job Descriptions

President

The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President shall, with the advice and counsel of the Executive Director, assign Vice Presidents to divisional or departmental responsibility, subject to Board of Directors approval.

The President shall, with advice and counsel of Vice Presidents and the Executive Director, determine all committees, select all committee chairmen, assist in the selection of committee personnel, subject to approval of the Board of Directors.

President-Elect

The President-elect shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. Also, the President-elect shall perform any additional other duties that may be assigned by the President.

Vice Presidents

The duties of the Vice Presidents shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

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 in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the Executive Director or, in the absence of either or both, by any two Officers. The Treasurer shall cause a monthly financial report to be made to the Board.