

Bylaws of the
Charlotte County Chamber of Commerce, Inc.,
A Florida Not for Profit Corporation



ARTICLE I – GENERAL

Section 1: Name

This organization is incorporated as a Not for Profit corporation under the laws of the State of Florida and shall be known as the Charlotte County Chamber of Commerce, Inc. (hereinafter "Chamber").

Section 2: Purpose

The Chamber 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 or entity interested in or sympathizing with the objects of the Chamber shall be eligible for membership provided, however, the following minimum criteria are met by an applicant:

- (a) Obtain approval of the Board of Directors;
- (b) Submit a completed application form to the Chamber staff; and (c) remit payment of the first year's annual dues. The Board of Directors may from time to time revise or establish the criteria for membership.

Section 2: Associate Members

Employees of Chamber members, 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. Associate members are entitled to the rights and privileges of Chamber members. Employees of business organizations that are not members of the Chamber shall not be eligible to join the Chamber as associate members.

ARTICLE III – MEMBERSHIP MEETINGS – (continued)

Section 3: Admission to Membership

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

Section 4: Payment of Membership Dues

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

Section 5: Dues

The dues schedule for members of the Chamber shall be determined by the Board of Directors. It may be changed from time to time by the Board of Directors to reflect the changes in the economic conditions of the area in which the Chamber is located and the needs of the Chamber.

Section 6: Forfeiture and Expulsion

If any member shall fail to pay their dues 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 fail to adequately respond to one or more complaints lodged against that member with the Chamber, the membership of that member shall be subject to review by the Board of Directors. 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.

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

ARTICLE III – MEMBERSHIP MEETINGS

Section 1: Annual Meeting

An annual meeting of the Chamber membership shall be held after the Chamber 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 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 meeting of the membership.

ARTICLE III – MEMBERSHIP MEETINGS – (continued)

Section 4: Votes

Each member in good standing shall be entitled to cast one vote at any meeting of the Chamber membership.

Section 5: Exercise of Privileges Voting Purposes

Any member may nominate individuals, whom the member 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 IV – BOARD OF DIRECTORS

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

Section 1: Composition of the Board of Directors

The Board of Directors shall be composed of a maximum of sixteen “Elected Directors”, and five appointed ex-officio Directors, for a maximum total of twenty-one Directors. The five ex-officio Directors shall serve during the incumbency of their official position. They shall have voting privileges when present 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; and
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 2: Selection and Election of Directors

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-Elect shall serve as the chairperson of the Committee. Prior to July 1, the Nominating Committee shall present to the Board of Directors a slate of candidates to serve on the Board of Directors.

Eligibility: Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a Director. No Director who has served two consecutive three-year terms is eligible for election for an immediate third term. A period of one year must elapse before eligibility is restored.

Publicity of Nominations: Upon receipt of the report of the Nominating Committee, the Executive Director shall notify the membership in writing of the names of persons nominated as candidates for directors and the right of petition.

ARTICLE IV – BOARD OF DIRECTORS – (continued)

Section 2: Selection and Election of Directors - (continued)

Nominations by Petition: Additional names of candidates for Directors can be nominated by petition bearing the 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.

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 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. 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.

Section 3: Seating of New Directors

All newly elected Directors shall be seated at the regular October Board meeting or at the next Board meeting immediately following the election of said Director and shall be participating Directors thereafter.

Section 4: Vacancies

Vacancies caused by resignation or declared vacant by the Board of Directors, the Board of Directors shall elect by majority vote, at a meeting at which a quorum is present, a successor to finish out the unexpired term.

Section 5: Attendance

- A. The office of any Director, other than an ex-officio Director, who shall be absent from three (3) meetings per fiscal year (October 1st – September 30) of the Board of Directors shall be declared vacant. Excused absences must be approved by the Chamber President. Vacancies shall be filled pursuant to Article IV, Section 4.
- B. The President shall give one (1) warning to any board member upon missing their second Board of Directors meeting per fiscal year.
- C. The Secretary at each meeting of the Board of Directors will take roll call.

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ARTICLE IV – BOARD OF DIRECTORS – (continued)

Section 6: Quorum

Any reference in the bylaws or other governing documents of the Chamber to a vote of the Board of Directors, unless specifically requiring a vote of the entire Board of Directors, shall only require a vote of the quorum as set forth herein:

- A. The presence of a majority of all the Directors shall be necessary at any Board 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 of the Board, 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.
- C. At the discretion of the Board President, the Board of Directors may vote by proxy through a written correspondence, including email, to the Executive Director.

Section 7: Time of Meeting

The meetings of the Board of Directors 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 or videoconference 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 8: Management

The Board of Directors shall employ and fix compensation of the Executive Director who shall have direct responsibility for managing the affairs of the Chamber. The Executive Director shall be primarily responsible for the implementation of policies of the Board of Directors and shall have authority over management and direction of the day-to-day business and operation of the Chamber, subject only to the ultimate authority of the Board of Directors. The Executive Director serves as an ex-officio, non-voting member of the Board of Directors and all committees of the Chamber. The Executive Director shall perform all duties incident to the office of the Executive Director and such other duties as from time to time may be assigned by the Board of Directors.

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 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, Secretary and the Treasurer. Officers will be elected from Directors 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 Directors. A vacancy in any office shall be filled in a manner prescribed in Article IV, Section 2.

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 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 chairpersons, and 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. In addition, the President-elect shall perform any additional other duties that may be assigned by the President. The President-elect shall serve as the chairperson of the nominating committee as well as the Governance Committee.

Vice Presidents. The duties of the Vice Presidents shall be such as their titles by general usage would indicate, 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 with the assistance of Chamber accounting staff.

Secretary. The Secretary shall be responsible for seeing to the custody of all Chamber records and the keeping of a record of proceedings of meetings of the Board. The Secretary may appoint members of the Board or employees of the Chamber, as shall be deemed appropriate, to accomplish the ministerial functions of the office. The Secretary shall see that notice of all meetings of the Board of Directors is given appropriately and shall perform such other duties as may be proscribed by the Board of Directors or the President.

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ARTICLE V – OFFICERS – (continued)

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, President-Elect, Vice-Presidents, Treasurer, Secretary and at the option of the President, two individuals appointed by the President. The President will serve as chairperson of the Executive Committee. A majority of the Officers shall constitute a quorum of the Executive Committee at any meeting 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 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 at any meeting of a Committee.

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: 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 2: Disbursements

Upon approval of the annual 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.

Section 3: Funds

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

Section 4: Fiscal Year

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

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

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 of the Board of Directors as defined in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX – 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

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 Chamber 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.

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