

**BYLAWS
NAVARRE BEACH AREA CHAMBER OF
COMMERCE
Approved: February 15, 2023**

**ARTICLE 1
General**

Section 1: Name

This organization is incorporated under the laws of the State of Florida and shall be known as the Navarre Beach Area Chamber of Commerce, Inc. hereinafter referred to as the Chamber.

Section 2: Mission

Our mission is to connect the community to businesses while advocating with honesty, integrity and leadership.

Section 3: Office

The headquarters and principal office of the Chamber shall be maintained at 1804 Prado Street, Navarre, Florida. The Chamber Board of Directors shall have the authority to designate another physical location as the principal office, or, if so resolved, a physical location may be waived and a post office box maintained. The regular meetings of the Board of Directors shall be held at the principal office, or, if so designated by the Board, at the alternate locations or online via Zoom.

Section 4: 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. The Board of Directors is solely responsible for determination of all policies and programs of the Chamber.

**ARTICLE II
Membership**

Section 1: Eligibility

Any business, association, partnership, corporation, or individual having an interest in the development and well-being of the Navarre area shall be eligible for membership.

Section 2: Application

Application for membership shall be in writing, on forms, e-forms and/or online applications provided for that purpose. Applicant shall qualify as a preliminary member upon payment of dues as provided in section three. Names of the applicants will be submitted at the following board meeting. Application constitutes an agreement on the part of the applicant to adhere to all by-laws and policies of the Chamber.

Section 3: Dues

Annual membership dues are necessary as one source of revenue to finance the Chamber organization and its program of activities. The dues shall be at such rate, schedule, or formula as adopted by the Board of Directors, payable in advance. Unless approved by

the Board of Directors, no membership dues shall be refunded, or waived, in whole or in part.

Section 4: Termination

Chamber membership may be terminated for the following reasons:

- Non-payment of Dues: Should a member fail to pay dues within 61 calendar days of their anniversary or renewal date, membership may be subject to termination,
- Termination for other than Non-Payment of Dues: Upon becoming a member, an individual or business shall have a membership in good standing, unless expelled by resolution by a 2/3 majority vote of a quorum, at any meeting of the Board of Directors. Reasons for expulsion include, but are not limited to, conduct unbecoming a member, conduct prejudicial to the goals and repute of the Chamber. Such members shall be afforded notice and an opportunity to appear before the Board prior to the Board's voting on the resolution for expulsion. In the event of membership termination, due to either resignation or expulsion, any title or proprietary right which may have been conferred upon such member by virtue of that member's previous affiliation with the Chamber shall be forfeited. Said termination shall also constitute a termination of any multiple or associated memberships in which that particular member has an interest presently or in the future.

Section 5: Classifications

There shall be four classifications of membership; namely: regular, honorary, lifetime and exchange.

1. Regular members pay dues and are eligible to vote, which includes business, associate, second location, non-profit/civic, ~~coalition~~, individual, ~~couple~~, and senior individual membership categories.
2. Honorary members have distinguished themselves in public affairs. Honorary members shall have the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer and revoke honorary membership by a 2/3 majority vote of a quorum.
3. Lifetime members may be bestowed upon members whom the Board of Directors deems to have significantly contributed to the well-being of the organization. Lifetime members are exempt from dues and are eligible to vote.
4. Exchange is a special classification where the Chamber exchanges membership with another not-for-profit organization (not eligible to vote or be elected Director).

Section 6: Voting

In any proceeding, in which voting by members is called for, each Regular and Lifetime member in good standing shall be entitled to cast one (1) vote. Voting by absentee ballot is permitted. Absentee is defined by voting at the Chamber in person. Voting by proxy is not permitted.

Section 7: Exercise of Privileges

Business members may designate the specific individual to exercise the privileges of membership covered by its subscription, and shall have the right to change this nominations as desired.

Section 8: Orientation

An annual orientation on the purposes and activities of this organization shall be conducted for, but not limited to the following groups: ~~officers~~ and directors, new directors, committee chairmen, and vice chairmen of committees. Those individuals shall attend one (1) orientation (Chamber 101) annually.

ARTICLE III

Meetings

Section 1: Annual Meeting

The annual meeting of the corporation shall be held during October each year. The time and place shall be fixed by the Board of Directors and noticed to each member at least ten (10) calendar days before the meeting.

Section 2: Additional Meetings

1. **General Meetings**: may be called by the Chairman of the Board at any time, or upon petition in writing of any 10% of members in good standing;
2. **Notice of Special Meetings**: shall be mailed or e-mailed to each member at least five (5) calendar days prior to such meetings;
3. **Board Meetings**: may be called by the Chairman of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least (1) calendar day prior to said meeting;
4. **Committee Meetings**: may be called at any time by the Chairman of the Board or by the committee's chairman.

Section 3: Quorums

At any duly called general meeting of the chamber, 10% of the members shall constitute a quorum; at a Board meeting, a majority of directors shall constitute a quorum; at committee meetings, a majority present shall constitute a quorum.

Section 4: Notices, Agenda, Minutes

Notice of all chamber meetings should be given at least five (5) calendar days in advance unless otherwise stated in Section 2. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV

Board of Directors

Section 1: Composition and Titles

The Board of Directors is a working Board. Board members are expected to attend Chamber events and activities. The government policy-making responsibilities of the Chamber, to include control of property finances, shall be vested in a Board of Directors consisting of up to 21 members elected from the general membership.

Directors shall serve for a term of three (3) years, not to exceed two (2) consecutive terms. No director shall be eligible for re-nomination after serving two consecutive terms until after a one year break in service. Officers of the Chamber, as defined in Article V, Section 1, constitute four seats on the Board of Directors. The remaining Board members shall bear the title of Director. Only one representative from a member may serve on the Board of Directors at any given time.

Section 2: Selection and Election of Directors

- a) Nominating Committee shall be the Executive Committee.

- b) At the August Commerce & Coffee, the Chairman of the Board will give the general membership the option to submit names to the nominating committee.
- c) At the October board meeting, the nominating committee will submit to the board for ratification, the slate of candidates to replace the outgoing directors. It shall be the duty of the nominating committee to interview each candidate selected to secure his or her agreement to serve.
- d) Upon receipt of the report of the committee, the Board of Directors shall publish to the membership the names and persons nominated as candidates for Directors and shall inform members of their right to petition additional names as specified in Section 2e below.
- e) Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within five (5) calendar days after notification has been given of names of those duly nominated. The determination of the Board of Directors as to the legality of the petition shall be final.
- f) If no petition is forthcoming within five (5) calendar days, the nominations shall be closed and the nominated slate of candidates shall be declared to be elected to the Board of Directors. However, if a petition, as provided for in Section 2e above has been filed, then the election of new board members will follow Section 2g and 2h below.
- g) Election of the members of the board of directors shall be by ballot, with voting taking place at the annual membership meeting in October.
- h) Clerks & Tellers Selection. In September, the Chairman of the Board shall appoint, subject to approval of the Board, at least three (3), but not more than five (5), clerks and tellers who are not members of the Board of Directors or candidates for election. One will be designated chairman. Such clerks and tellers shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors. The Board of Directors, at their next Board meeting, shall ratify the election results.
- i) Should not all director spots be filled at the end of the election cycle, additional candidates can be nominated by petition bearing signatures of at least ten (10) qualified members of the Chamber, or be presented by the nominating committee. Nominees shall be voted on by the board of directors. Should candidates receive a majority vote, they will bear the title of Director until the next election cycle, where they will be eligible to serve up to two consecutive terms. Should a petition arise bearing the signature of at least ten (10) qualified members of the Chamber, opposing the vote of the board of directors for these additional Directors, the vote shall be taken by ballot of the membership during a 7-day period. Members may vote in person at the chamber, by electronic means, or additional means as determined by the CEO.

Section 3: Seating of New Directors

All newly and appointed Board members shall be voting members at the first Board Meeting of the new fiscal year. Retiring directors shall continue to serve until the end of the program year.

Section 4: Vacancies

A member of the Board of Directors who shall have unexcused absences from three (3) regular meetings of the Board, in one calendar year, may be automatically removed from the Board. Any Director who is actively and effectively carrying out his assignment and function with the Chamber may be excused for good cause by the Board of Directors for any number of justifiable absences. Any member of the Board of Directors may be expelled from their position for cause by resolution passed by a 2/3 vote of a quorum of the Board of Directors at any meeting called for this purpose. Upon the resignation, or removal, of a Board Member, the nominating committee will present potential nominee(s) at the next board meeting for board approval. Any Director installed as a result of a vacancy shall serve out the remainder of the term.

Section 5: Policies and Procedures

The Board of Directors is responsible for establishing procedures and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies and procedures shall be maintained in a policies and procedures manual, to be reviewed annually and revised as necessary.

Section 6: Management

The Board of Directors shall employ a President/CEO for the day-to-day management of the corporation and shall set the salary and other considerations of employment.

Section 7: Indemnification

The Chamber shall indemnify and hold harmless any and all current or former officers, directors and employees from and against any and all claims, liabilities, causes of action, injuries, damages, costs, expenses, and reasonable attorney's fees, which they may suffer or incur as a direct result of actions undertaken by themselves or another party on behalf of or in connection with the Chamber or its functions, activities, duties, or obligations. Such indemnity shall not extend to any criminal actions, intentional or willful misconduct, or for negligence in matters beyond the scope of the Chamber's functions, activities, duties, or obligations. The indemnification referenced herein may only be waived by express writing from the officer, director or employee for whom indemnification would be provided. The indemnification referenced herein shall survive termination or revision of these Articles.

ARTICLE

V

Officers

Section 1: Determination of Officers

The Officers of the Chamber shall be constituted by a Chairman of the Board, Chairman-Elect, Treasurer and Immediate Past Chairman. These same officers, with the addition of the President/CEO, and one member at large, voted on by the board of directors each January, shall compose the Executive Committee of the Board of Directors. The member at large will be voted on from the current pool of Directors. The Nominating Committee, as appointed in Article IV, Section 2, shall nominate, from the current Board of Directors, a slate of Officers. Each nominee must have agreed to accept the responsibility of an Officer. These nominees shall be presented by the Chairman of the Board at the regular Board meeting in November. The Board of Directors will be asked to ratify the slate as presented. A 2/3 majority vote of a quorum of the Board will constitute ratification of the new Officers for the upcoming year. All Officers appointed shall take

office on January 1 and shall hold office for one year, or until their successors have been qualified and appointed.

Any board member agreeing to serve as Chairman Elect is agreeing to complete the line of succession ending with Immediate Past Chairman (Chairman Elect, Chairman, Immediate Past Chair)

Section 2: Duties

The Chairman of the Board shall serve as the chief officer of the Chamber, and shall preside at all meetings of the membership, the Board of Directors, and the Executive Committee. He/she shall, with the concurrence of the Board of Directors, appoint or remove the chairmen and approve the membership of all committees and/or task forces. He/she shall be an ex-officio member of all conveyances of property of the Chamber, and shall sign all mortgage notes or any other instruments pledging or obligating the Chamber for the payment of money. The Chairman of the Board is the immediate supervisor of the President/CEO.

In the absence or disability of the Chairman of the Board, the Chairman-Elect shall assume the duties of the Chairman of the Board. The Chairman-Elect shall become familiar with all activities and affairs of the Chamber and otherwise prepare to assume the office of the Chairman of the Board the following year. The Chairman-Elect shall preside over the Community Affairs Division of the Chamber and shall also chair the Program of Work Committee.

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper distribution. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Treasurer shall cause a monthly financial report to be made to the Board. All checks and other orders for the payment of money shall be signed and issued as the Board of Directors may from time to time require.

The Executive Committee will possess and exercise emergency and urgent powers of the Board of Directors between meetings of the Board. The Executive Committee is responsible for and has oversight of all financial accounts and instruments to include signature authorizations.

ARTICLE VI President/CEO

The President/CEO shall be the chief administrative and executive officer and assist the Chairman of the Board and Executive Committee in the day-to-day management of the Chamber office. The President/CEO shall serve as secretary to the Board of Directors, and is responsible for the preparation of all notices, agendas, and minutes of meetings of the Board. During meetings of the Executive Committee, or other meetings at which the President/CEO is not present, the Chairman shall appoint an attendee to prepare minutes.

The President/CEO shall serve as advisor to the Chairman of the Board and Program of Work committee on program planning, and shall assemble information and data and is responsible for the preparation of all special reports as directed. With the assistance of the committee chairmen, the President/CEO shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

The President/CEO shall also be responsible for hiring, discharging, directing, and supervising all employees.

With the cooperation of the Program of Work committee, Budget Committee and the Treasurer, the President/CEO 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 President/CEO shall also be responsible for all expenditures with approved budget allocations.

ARTICLE VII Committees

For the purpose of these bylaws, the word Committee pertains to and includes all committees, councils, ad hoc committees and task forces.

Section 1: Appointment and Authority

The Chairman of the Board, by and with approval of the Board of Directors, shall appoint all committees and committee Chairs. The Chairman of the Board may appoint such ad hoc committees, task forces and their Chairs as deemed necessary to carry out the program of the Chamber. The committee chair will be responsible for providing written reports to the President/CEO in advance of each Board of Directors meeting. Only members may serve on committees unless otherwise designated by the Chair of the Board. Only voting members will be allowed to hold office or be a director. The Chairman of the Board, with the approval of the Board, shall have the authority to replace any committee Chair or committee member.

Committees shall be discharged by the Chairman of the Board 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.

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.

Section 2: Authority/Function

Committees shall make recommendations through the Executive Committee. Except for the Executive Committee, no committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy or on a matter of general public interest, without having first received the approval of the Board of Directors. A subcommittee has only those powers given it by the parent committee and reports to the parent committee; the parent committee reports to the Executive Committee.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or, in their absence, which they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: Task Force

A Task Force may be appointed by the Chairman of the Board with the concurrence of the Board for such tasks as circumstances warrant. These committees shall limit their activities

to the accomplishment of the task for which created and appointed, and shall have no power to act except such as specifically conferred by the Board of Directors. Upon completion of the task for which appointed, such task force shall stand discharged.

ARTICLE VIII Finances

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund.

Section 2: Disbursements

Upon approval of the budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Any limitations are to be set forth in the policy manual. Disbursements shall be by check whenever possible. Bank / credit card usage and limitations are to be set forth in the policy manual.

Section 3: Fiscal Year

The fiscal year of the Chamber shall begin January 1 and close December 31.

Section 4: Budget

The budget will be presented to the Board of Directors for approval and will be adopted no later than the first board meeting of the fiscal year.

Section 5: Financial Review

The accounts of the Chamber shall be reviewed annually by members of the Board of Directors prior to the submission to tax preparer. In addition, financials shall be reviewed by a certified public accountant not less than every five years.

ARTICLE IX Dissolution

Section 1: Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws; 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 the Board of Directors as defined in IRS Section 501(c)(3).

ARTICLE X Parliamentary Authority

Section 1: Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

ARTICLE XI
Amendments

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of a quorum of the Board of Directors or a majority of the members so long as the majority is not less than 25% of total membership of the Chamber during 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 (10) calendar days in advance of the meeting at which they are to be acted upon.

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ARTICLE XII
Policies and Procedures

Section 1. General

The standard operating procedures of the Chamber, on a daily basis, shall be outlined in more detail in an accompanying document to these by-laws. The Policies & Procedures Manual shall be approved by the Chamber and shall be amended as needed to accommodate accuracy and consistency with the ongoing activities of the Chamber. Amendments to the manual shall be brought before the Board at regular meetings. A 2/3 majority vote is required to incorporate the change into the manual. A written record of all amendments shall be maintained by the President/CEO.

Approved and adopted by a 2/3 majority vote of the Directors at the regular meeting,

ATTEST:



Steve Rhodes, Chairman of the Board

February 15, 2023