

BYLAWS  
OF  
THE GREATER BRANDON CHAMBER OF COMMERCE, INC.  
06.28.2017

**ARTICLE I – GENERAL**

**Section 1. Name** - This organization is incorporated under the laws of the State of Florida as The Greater Brandon Chamber of Commerce, Inc. and shall be known as The Greater Brandon Chamber of Commerce, The Brandon Chamber **or the Chamber**.

**Section 2. Objectives** - The objectives of the Chamber are to encourage economic development; to support all those activities believed to be beneficial to the businesses and citizens of the greater Brandon area (as such area is determined and defined by the board from time to time) and to oppose those which could be detrimental; to represent the business interests of the area in contacts with and before local, state, and national governmental bodies; to acquire, preserve, and distribute community statistics and information; in general, to promote the cultural and civic welfare of its members and the residents of Brandon and its trade area; and to sponsor programs that will fulfill these objectives, following always those policies intended to accomplish the greatest good for the greatest number.

**Section 3. Limitation of Methods** - The Chamber, in its activities, shall observe all local, state, and federal laws that apply to a not-for-profit organization as defined in Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code and Chapter 617 of the Florida Statutes.

**Section 4. Offices** - The Chamber shall have and continuously maintain in this state, a registered office and a registered agent whose office is identical with such registered office. The Chamber may have other offices within or without the State of Florida as the Board of Directors may from time to time determine.

**ARTICLE II - MEMBERSHIP**

**Section 1. Eligibility** - Any person, association, corporation, partnership or estate who subscribes to the purposes of the organization, who submits the usual application and invests at least the minimum annual dues, may be accepted into membership by action of the Board of Directors (hereinafter referred to as "Board of Directors" or "Board") at any regular meeting.

**Section 2. Classification** - Membership in the Chamber shall be divided into five (5) general classes:

- A. **Base Membership:** Base Membership is open to individuals and business organizations in good standing, regardless of their place of residence or operation, interested in the purpose of this Chamber. A member shall be deemed to be in "good standing" if their dues are current, they have no outstanding obligation to the Chamber, and they otherwise meet all criteria addressed in these By-Laws. Base memberships shall be that class of members are entitled to vote and to hold office. Any person or group paying less than the base membership dues, as set by the Board from time to time, shall not be entitled to hold office or vote unless otherwise authorized in these By-Laws.

- B. **Non-Profit Membership:** This category is designed for non-profit organizations as designated by a 501(c)(3) or 501(c)(6) tax status. This class of membership shall be entitled to vote and to hold office.
- C. **Elite Members:** The Board may from time to time create classes of Elite Membership for individuals or business organizations willing to invest more than base membership dues in exchange for increased levels of participation in Chamber promotions, activities and events. The Board, in so doing, shall specify the number of authorized participating representatives of such members in each category, as well as the additional benefits of membership to which each elite category is entitled.
- D. **Honorary Membership:** An Honorary Membership may be granted to an individual who has served as a Past Chairman/President of the Chamber's Board of Directors, who is retired from his/her previous career and who does not intend to promote a business interest or group through Chamber membership. Such candidates must be recommended through the Executive Committee and approved by the Board of Directors by the two-thirds (2/3) vote. Honorary members in this specific category shall be entitled to vote and to hold office. Any individual in this category who returns to the workforce or promotes a business interest or group must convert his/her honorary membership to a full paid membership at such time

Outstanding service in public affairs and/or to the Chamber shall make individuals eligible for nomination to a lifetime Honorary Membership. Such candidates must be recommended through the Executive Committee and approved by the Board by a 2/3rd vote of those members present and voting. Honorary members in this specific category shall not be entitled to vote and to hold office unless otherwise specified in these bylaws.

Any individual in this category who returns to the workforce or promotes a business interest or group must convert his/her honorary membership to a full paid membership at such time. Dues, if any, for Honorary Members Shall be set by the Board.

- E. **Advocate:** Is an individual that does not have a business to represent but wants to join the chamber to advocate for the chamber and the community. Individuals who are enrolled as full-time students at accredited institutions in the State of Florida shall be eligible for Advocate Membership, as shall retired persons. Advocate membership dues shall be set by the Board, but shall be no more than one half (1/2) the annual base rate membership dues. Advocate members shall not be eligible to vote or hold office.
- F. Non-profit and business organization members shall designate, upon joining the Chamber and in renewing their dues each year, their qualified representative to the Chamber. Elite Members shall, upon joining the Chamber and renewing their dues each year, advise the President of the identity of the number of qualified representatives to which their membership entitles them. Only qualified representatives duly designated as such by non-profit or business organization members shall be eligible to vote in any Chamber proceeding, although qualified representatives of a non-profit or organizational member may designate others who attend Chamber activities and events in their stead.

**Section 3. Application and Approval** - Applications for membership shall be in writing, on forms provided for that purpose, and signed by applicant. The staff of the Chamber (or designated individual) shall review all applications and submit them to the Board of Directors with a recommendation. Approval of members shall be by the Board of Directors at any regular or called meeting. Any applicant so approved shall become a member upon payment of the regularly scheduled dues as provided in Section 4 of Article II.

**Section 4. Membership Dues/Investments** – Membership dues/investments shall be in such amounts, at such rates, or according to schedules or formulas as may be, from time to time, recommended by the President and approved by the Board of Directors. All memberships are considered annual and should be paid annually. However, the Board may delegate to the President: the authority to allow for the payment of dues annually, semi-annually, quarterly or monthly; and the authority to approve the pre-payment of discounted dues up to three (3) years in advance if paid within twelve (12) months of the pre-payment commitment.

**Section 5. Termination** –

- A. Memberships are continuous until terminated in writing by either the member or the Board of Directors for cause or for non-payment of dues after ninety (90) days' notice from the date due.
- B. Any Member who fails to pay their investment within thirty (30) days after the due date shall receive a written notice of delinquency and the Board shall be informed of the delinquent status of the account.
- C. Any Member who fails to pay within sixty (60) days after the due date shall receive a final notice and their membership will be terminated at the next regular meeting of the Board, unless payment is made, or an extension is granted for cause by the President.
- D. A Member terminated due to delinquency of payment may be reinstated by the President, without approval of the Board, if the membership investment is paid within six (6) months of the termination date.
- E. Any member may be terminated for cause by a two-thirds (2/3) vote of the entire active Membership of the Board at a regularly scheduled meeting of which the member to be terminated has been given ten (10) days' notice by mail or email, and advised that termination will be considered at the meeting and the reason and basis therefore. Cause for such terminations shall consist of conviction of a felony under applicable law or a crime of moral turpitude by an individual member, member representative, or officer of a business organization member. Cause may also consist of behavior or activities adverse to the interest of the Chamber or disruptive or significantly disruptive of its activities and operations by a member, member representative, or officer of a member. The existence of cause and its terms shall be finally determined by a two-thirds (2/3) vote of the entire Board. Prior to any vote on termination for cause, the Chairman, in his or her reasonable discretion, shall accord the member a summary opportunity to be heard. The Board's vote on termination shall be final.
- C. Upon resignation, termination, or expulsion of a member, all membership services and use of the Chamber properties, including the use of the Chamber name shall cease. Membership plaques, signs, cards, decals, etc., shall be returned upon request.

D. The membership of an individual member shall terminate upon his or her death. In the event of the death or disability of a representative of an organization member, the member may substitute a qualified representative for the remainder of the membership term. Such substitution shall be in writing and within forty-five (45) days of the representative's death. In the event no representative is substituted for the deceased or disabled representative, the membership shall terminate.

**Section 6. Membership Refunds** – No membership dues/investment refunds shall be permitted upon termination of membership.

**Section 7. Exercise of Privileges** – Any firm, association, corporation, partnership or estate holding membership may nominate individual representatives, whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership representative nomination upon written notice. For purposes of these By-Laws, references to a "member" shall, to the extent it would be appropriate from the context of the provisions, mean and include the member's nominated representative.

**Section 8. Voting and Participation Restrictions** – In any vote by the membership, each individual member shall be entitled to one vote, and each organizational member (whether business organization or non-profit) shall be entitled to the number of votes determined by their classification of membership pursuant to Article II, Section 2. Base Members shall be entitled to one vote; Non-Profit Members shall also be entitled to one vote. Elite Members shall be entitled to the number of votes determined by the number of the qualified representatives they are permitted by their classification of memberships as determined by the Board in defining such membership categories.

## **ARTICLES III – MEETINGS**

**Section 1. Annual Recognition & Installation Meeting** – The annual meeting of the corporation, in compliance with State law, shall be held at such time and place as the Board of Directors shall designate each year. The time and place shall be fixed by the Board of Directors and notice thereof shall be communicated to each member at least ten (10) days before said meetings.

**Section 2. Regular Meetings** – The Board of Directors shall, at the annual reorganization meeting, provide for the time and place for the holding of additional regular meetings of the Board without other notice than such action. The Board shall hold regular meetings at least ten (10) times per year.

### **Section 3. Additional Meetings –**

A. General Meetings of the Chamber may be called by the Chairman or the President at any time or upon petition in writing of ten percent (10%) of the voting Members in good standing. Notice shall be given at least ten (3) days before said meeting via mail, email or published on the Chamber's website.

B. Special Board meetings may be called by the Chairman of the Board (the Chairman) or the President and chief executive officer (the President) with at least one (1) business days notice and must include the purpose of the meeting

- C. Committee meetings may be called at any time by the Chairman, **President** or Committee Chair.

#### **Section 4. Quorums –**

- A. At any duly called General Meeting of the chamber membership, five percent (5%) of the voting members shall constitute a quorum;
- B. Fifty percent (50%) active membership of the Board of Directors shall constitute a quorum to do business;
- C. The members of any given committee shall constitute a quorum to transact business and report to the Board.

**Section 5. Notices, Agendas and Minutes** – Notice of all Chamber meetings must be given to the Members of the Board and Executive Committee at least five (5) business days in advance via mail, email or published on the Chamber's website, unless otherwise stated in these By-Laws. An agenda should be prepared for all meetings. Minutes for all meetings should be taken by staff or a member and maintained by President.

### **ARTICLE IV – BOARD OF DIRECTORS**

**Section 1. Composition** – The Board of Directors shall be composed of not less than fifteen (15) nor more than **twenty-five (25)** members. No more than one (1) board member per organization may serve at any given time. The members shall be selected as set forth below.

**A. Elected Members:**

Each year, **no less than three (3)** Directors shall be elected to the Board of Directors as set forth in Section 2 below. Each Director shall serve a three (3) year term, with the term commencing **January 1<sup>st</sup>** of the year immediately following his or her election and terminating **December 31<sup>st</sup>**, three (3) years thereafter.

**B. Board of Directors' Invitees:**

In addition to the three Directors elected each year as provided for above, **at least two (2), but no more than four (4)**, Directors shall be appointed annually to serve a two (2) year term. The Executive Committee shall nominate, and the full Board of Directors, by majority vote, shall confirm the appointment. These Directors shall be confirmed at a regular meeting of the Board of Directors following the announcement of the election of the three (3) Directors as set forth below. The Directors to be appointed hereunder shall take office in **January** of each year following their appointment.

In seeking persons to fill the appointed seats as described in sub-paragraph B above, the Board of Directors should look for business leaders who have been active in the Brandon community, but who may not have been active in the Chamber. This paragraph is intended to provide direction and shall not be construed as a limitation.

**C. Past Chairman:**

Following the announcement of the election of the three (3) Directors set forth in sub paragraph A above, the past Chairmen (Presidents) of the Greater Brandon Chamber of Commerce shall meet to select a past Chairman (President), at least five (5) years out, to serve a one (1) year term on the Board of Directors. The current Chairman of the Board shall be responsible for calling the meeting and presiding as chair at the meeting. The current Chairman of the Board shall not vote except to break a tie. The selected Director's term shall commence on **January 1<sup>st</sup>** of the year following his or her selection. No past Chairman (President) may serve more than three (3) consecutive years under this provision and shall have full rights and privileges.

**D. Elected Official:**

The representative for the Greater Brandon Area as defined in Article 1, Section 2 above, who serves on the Hillsborough County Board of County Commissioners may be invited to serve a one (1) year term on the Board of Directors. Said invitation shall be by recommendation of the Executive Committee and approval of the full Board of Directors. In the alternative, the Executive Committee may recommend subject to approval of the full Board of Directors any of the three (3) County Commissioners who serve on an "at large" basis, or any other public official as recommended by the Executive Committee and approved by the full Board of Directors. The representative's term shall coincide with his or her term of public office. Each Director appointed under this provision shall have full rights and privileges.

**E. Immediate Past Chairman of the Board:**

The Immediate Past Chairman of the Board shall remain a member of the full Board of Directors for one (1) additional year commencing with the expiration of his or her term as Chairman of the Board and shall have full rights and privileges. He or she will sit on the Executive Committee as a full member as well. The benefits of the Immediate Past Chairman serving an additional term will be as a resource to the current Chairman, Executive Committee and Board of Directors.

**F. Qualification for Membership on Board of Directors:**

Except for the membership of the Directors' provided for in sub-paragraphs C., D., and E. above, all members of the Board of Directors of the Greater Brandon Chamber of Commerce shall be members, or representative of members, in good standing of the Greater Brandon Chamber of Commerce prior to their selection, election, appointment or other invitation, and shall so remain at all times during their tenure. In the event the Board of Directors appoints a non-member, or representative of a non-member, as a Board of Directors' invitee under sub-paragraph B. above, then prior to being seated as a Director such invitee shall become a member of the Greater Brandon Chamber of Commerce. Should any Director elected or appointed under sub-paragraphs A. or B. above terminate, surrender, voluntarily or involuntarily, or otherwise lose or give up his or her position as a member in good standing of the Chamber, then said Directors' tenure will be terminated by the Board of Directors. Any such event shall be brought to the attention of the Board of Directors at the earliest possible opportunity.

Any director who loses his/her position within a Member Company shall have up to a ninety-day (90) grace period during which he/she can join under a new company or join as an individual to get their membership current.

**G. Term Limit:**

A Director who has served two (2) full terms pursuant to sub-paragraphs A., B. or E. above is ineligible for election or appointment for a third consecutive term. A period of one (1) year must elapse before eligibility is restored.

**Section 2. Selection and Election of Board of Directors -**

**A. Nominating Committee:**

Prior to the regular July Board of Directors' meeting, the Chairman shall appoint, subject to approval by the Board of Directors, a Nominating Committee of **five (5) to seven (7)** members of the Chamber. **The Chair-Elect shall serve as chair of this committee.** The Chairman of the Board, President and Consulting Attorney, will be part of the committee as ex-officio members. The Nominating Committee, once approved by the Board of Directors, shall sit for the calendar year in which they were appointed.

Prior to the **regularly scheduled August Executive Board Meeting**, the Chairman of the Nominating Committee will present to the President, a slate of candidates to: 1.) replace the Directors whose regular three-year terms are expiring, and 2.) fill any vacant unexpired terms, confirming the fact, by personal contact with the candidates, that they are willing to accept the directorship responsibility.

In the first week of August, the President shall communicate with the membership of the Chamber via mail, email or published on the Chamber's website, an application for recommendations for potential members of the Board

In making the selections, the Committee shall, in so far as practical, nominate a cross section of active community, business, and professional leaders from the various business and professional categories. The Committee shall encourage the membership to suggest, for Committee consideration, names of qualified member representatives. Each candidate must have been a member in good standing for one (1) year

**B. Publicity of Nominations:**

Upon receipt of the report of the Nominating Committee, the President shall submit the names to the Executive Committee and to the full Board of Directors at their next regular meeting. **Notice of the Nominating Committee's selections shall be sent to the full membership on or before October 1<sup>st</sup> of each year and the right of petition.**

**C. Nominations by Petition:**

Additional names of candidates for the Board of Directors can be nominated by petition bearing the genuine signature of at least **ten percent (10%)** of the qualified voting members of the Chamber. These petitions shall be filed with the President within ten (10) business days after notice has been given of those nominated. The determination of the Chamber staff as to the legality of the petition(s) shall be final. Each candidate

must be an active member, or representative of an active member, in good standing for one (1) year and must agree to accept the responsibility of a directorship.

The President shall notify the Chairman of the Board of any such additions and cause the name(s) to be placed on the ballot.

**D. Determination:**

Upon the expiration of the time period allowed for nomination by petition, the nominations shall be closed and the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for **the entire slate of candidates as presented by the nominating committee except in the case where names were added by petition.** In this case, members will be instructed to vote for the number of candidates required to fill the number of vacant seats to be filled through the election. The President shall **send** this ballot to all active members no more than three (3) business days following the closing of nominations.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within ten (10) business days. In the case where the ballot lists more candidates than the number of seats to be filled, the **candidates** receiving the highest number of **votes** are deemed elected. In the event of a tie, a recommendation shall be made by the Executive Committee and ratified by the Board of Directors.

**E. Tabulators:**

The Chairman of the Board of Directors shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5) judges who are Chamber members in good standing but not members of the Board of Directors or candidates for election. These judges shall have complete **responsibility for tabulating the ballots of the election**, including auditing of the ballots. They shall report the results of the election to the President who shall inform the Chairman of the Board and the Board of Directors.

**F. Vacancies on the Board of Directors:**

The **Nominating Committee will provide nominations to fill any Board vacancies.** **Vacancies of unexpired terms on the Board of Directors may be filled by a two-thirds (2/3) affirmative vote of those Directors present at any regular Board of Directors meetings.** Any member so elected to fill a vacancy on the Board of Directors shall serve out the duration of the unexpired term of the Director whose vacancy (s)he is filling. It must be noted that vacancies do not have to be filled as long as Board of Directors' membership is not less than fifteen (15).

**Section 3. Term of Office** – All newly elected Directors shall take office as of **January 1<sup>st</sup>** of the year immediately following their election. All Directors, **newly elected by the membership**, shall serve for a period of three (3) years. Any Director elected to fill a vacancy on the Board of Directors as provided for in Section 4 below shall serve until the expiration of the term of the person whom that Director is replacing.

**Section 4. Attendance** - If any Director should not represent a member in good standing, or is absent from three (3) Board of Directors meetings without Board approval within one (1) year, his/her position on the Board of Directors shall be declared vacant. The Board of Directors may consider illness or other mitigating factors at its discretion.

**Section 5. Policy** - The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are responsible for adopting all policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as deemed necessary.

**Section 6. Management** - The Board of Directors shall employ a President/CEO and the Executive Committee shall fix the salary and other financial considerations of employment.

**Section 7. Indemnification** - The Chamber **shall** provide for indemnification by the Chamber of any and all of its Directors **and Officers**, or former Directors **and Officers**, 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 **or officers** 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.

**Section 8. Removal of a Director** - Any Director may be removed from office by a two-thirds (2/3) vote of the **entire active** membership of the Board of Directors. No action to remove a Director shall be valid unless all Directors, including the Director being considered for removal, shall have been given notice of the vote ten (10) business days in advance of any Board of Directors' meeting at which such action is to be considered.

## ARTICLE V – OFFICERS

**Section 1. Determination of Officers** – The Officers of the Chamber shall be a Chairman of the Board; Chair-Elect; Immediate Past Chairman; Vice-Chair of Membership Services; Vice-Chair of Financial Affairs; Vice-Chair of Programming and Events; the Consulting Attorney and the Chamber President.

At the annual reorganization meeting of the Board of Directors, the Chairman of the Board shall present a slate of nominees for the various offices to be filled. The Directors shall elect from said slate presented by the Chairman.

The term of officers shall be for one (1) year, starting on January 1st and ending on December 31st unless their successors have not been elected. Officers are required to attend a minimum of seventy-five percent (75%) of all regularly scheduled Executive Board meetings.

**A. 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 Chairman presides over all meetings of the Board of Directors. In his or her absence, the Chairman-Elect presides. There shall be two Ex-Officio members of the Board of Directors: the President and the Consulting Attorney. The Consulting

Attorney shall be an attorney licensed to practice law in the State of Florida. Ex-Officio members do not have voting powers. The President/CEO is employed by the Board of Directors. The Consulting Attorney is chosen by the Chairman and approved by the Board of Directors.

**B. Executive Committee:**

The Executive Committee is composed of the Chairman of the Board; Chair-Elect; Immediate Past Chairman; Vice-Chair of Membership Services; Vice-Chair of Financial Affairs; Vice-Chair of Programming and Events; the Consulting Attorney and the Chamber President/CEO.

The President and Consulting Attorney are ex-officio, non-voting members of the Executive Committee. The Chairman of the Board chairs the Executive Committee.

The Executive Committee supervises the President. Such supervision shall take the form of direction and resolution of issues between regular or special Board of Directors' meetings. It shall include routine issues as well as those that, in the opinion of the Executive Committee, should be reviewed and endorsed by the Board of Directors. Specifically, the Executive Committee, in consultation with the President, should establish goals for the upcoming year. This list of goals shall be promulgated before January of each year and presented to the President as his/her program of work. Achievement of these goals will be used as the basis to determine the amount of bonus to be awarded to the President.

The Immediate Past Chairman of the Board will remain on both the full Board of Directors and the Executive Committee for one additional year following his or her term as Chairman with full voting privileges. In the event that the Chairman of the Board shall resign or be unavailable to continue to serve on the Board of Directors, his or her vacancy shall be filled by the Chair-Elect, upon recommendation by the Executive Committee and approval by the full Board of Directors. In the event that the Chair-Elect shall be unable to serve, the Executive Board will nominate one of its members to fill his or her vacancy and this nominee will be approved by the majority vote of the full Board of Directors.

**Section 2. Removal from Office** – Any officer or agent elected, appointed, or employed by the Board of Directors may be removed by the Board of Directors upon a two-thirds (2/3) vote of the entire active membership of the Board of Directors whenever in its judgment, the interests of the Chamber would be served; such removal shall be without prejudice to the contract rights, if any, of the person so removed. No such action to remove an officer shall be valid unless all Board members and the officer shall have been given notice ten (10) business days in advance of any Board of Directors meeting at which such action is to be considered.

**Section 3. Duties of the Officers –**

**A. Chairman of the Board:**

The Chairman of the Board shall serve as the chief elected officer of the Chamber of Commerce and the Board of Directors. He or she will chair both the full Board of Directors and the Executive Committee. The Chairman of the Board shall, with advice

and counsel of the President, determine all committees, select all committee chairs, and assist in the selection of committee personnel, all subject to approval of the Board of Directors. The **Chairman of the Board, along with the President, shall be the designee to give testimony to make presentations before civic and governmental agencies, and to provide information to the media.**

**B. Chair-Elect:**

The Chair-Elect should have served one (1) year as a Division Vice-Chair before being eligible to accept this position. During the Chair-Elect's one (1) year term, it is not required that (s)he hold a Division Vice-Chair position. The Chair-Elect should be a member of the Finance Committee. The Chair-Elect shall exercise the powers of authority and perform the duties of the Chairman of the Board in the absence or disability of the Chairman of the Board. This person will have the responsibility to oversee and manage the Chamber's Strategic Plan. The Chair-Elect shall also serve in any other capacity as determined by the Chairman of the Board, Executive Committee, or Board of Directors.

**C. Vice-Chair of the Membership Services Division:**

- i. The Vice-Chair of Member Services will lead a standing membership committee, comprised of ten (10) regular members, that is empowered to recommend to the Board of Directors policies and programs that will enhance our Chamber value proposition and promote a chamber culture of member focus and service excellence.
- ii. The Vice-Chair of Membership shall invite members of the membership committee that represent the diverse needs of our chamber committees and general membership.
- iii. The Vice-Chair of Membership will be an ex-officio member of our Ambassador Committee and Leads Groups and serve as a liaison between them and the Board of Directors.
- iv. The Vice-Chair of Membership Services should have served as a Membership Services Division Committee Chair for at least one (1) year before being eligible to accept this position.

**D. Vice-Chair of the Financial Affairs Division:**

- i. The Vice-Chair of Financial Affairs shall serve as Chair of the Finance Committee overseeing the budget, and monitoring the physical assets of the organization.
- ii. The Vice-Chair of the Financial Affairs Division will recommend actions, policies and procedures to the Board of Directors for the successful achievement of the chambers financial goals.

- iii. The Vice-Chair of the Financial Affairs should leads the Finance Committee which will include the Chairman of the Board, the Incoming-Chairman of the Board and the Chamber President.
- iv. The Board of Directors shall designate the handling and accountability of Chamber funds receipts and disbursements. The Vice Chair of Finance, shall review the disbursement of funds and make monthly financial reports to the Executive Committee and Board of Directors. The Board of Directors may, at its discretion, require the Vice-Chair of Finance, to be covered by acceptable bond, in such sum as the Board of Directors may determine, for faithful performance of duties.
- v. The Vice-Chair of the Financial Affairs shall be responsible for keeping an accurate record of the proceedings of the Chamber, the Executive Committee and the board of Directors. This person shall ensure the minutes of the Executive Committee are properly transcribed and attest and sign the minutes of the monthly Board of Directors meeting.

**E. Vice-Chair of Programming and Events:**

- i. The Vice-Chair of Special Events will oversee the chambers twelve-month (36) Special Event Calendar and recommends policies and procedures for the successful achievement of the chambers strategic goals for special events.
- ii. The Vice-Chair of Special Events shall be an ex-officio member of each special event committee and serve as a liaison between the committee and the Board of Directors.
- iii. The Vice-Chair of Special Events should have served as a special event committee chair for at least one (1) year before being eligible to accept this position.

**F. Immediate Past Chair:**

- i. The Immediate Past Chair, by virtue of past experiences as chief elected officer of the organization, shall serve on the Executive Committee in an advisory capacity with full voting responsibilities and privileges for one (1) year.

**G. President/CEO:**

The President/CEO shall be the chief administrative and executive officer of the Chamber. The President serves as advisor to the Board of Directors and the Executive Committee. The President shall be a non-voting member of the Board of Directors, the Executive Committee and all committees and task forces. The President, along with the Chairman of the Board, shall be the designee to give testimony to make presentations before civic and governmental agencies, and to provide information to the media. The President/CEO shall have charge

of the management of the property, business, and affairs of the corporation, and shall perform such functions and duties as may be delegated by the Board of Directors. The President/CEO shall act as secretary of the corporation and, in such capacity, conduct official correspondence, preserve all books, documents, communications, and archives, maintain a complete and accurate record of all proceedings of the Chamber, its Board of Directors and the Executive Committee, and perform such other duties as are assigned by the Board of Directors. The President/CEO shall prepare and maintain a statement of all The Chamber policies as determined by the Board of Directors, and shall recommend a plan whereby such policies are re-affirmed or rescinded by the Board of Directors. The President shall engage, discharge, and have supervision over all employees, including fixing their duties and compensation. In the event of termination of employment of the President, it shall be the duty of the President to deliver to the Board of Directors all books, documents, communications, archives, records, property, and monies in custody. The President's rate of compensation is reviewed during an annual evaluation by the Chairman of the Board and Chair-Elect with any changes being recommended for approval to the Executive Board.

- ii. The President shall be responsible for the preparation of, at minimum, a zero-based operating budget. It is encouraged that this budget provides for a reserve. The President shall be responsible for all expenditures within the Board approved budget.

#### **Section 4. Duties of Others**

##### **A. Board of Directors:**

Directors are **expected** to attend all meetings of the Board of Directors, and are subject to automatic removal from the Board of Directors in the event of more than three (3) unexcused absences from regular meetings in any twelve (12) month period. **Already stated earlier**, a Director's responsibility is to design and insure the successful implementation of programs and activities, which benefit the members of the corporation. They are to represent the corporation at public and private functions, become acquainted with as many current and prospective members of the corporation as possible and familiarize themselves with their interests. Directors are required to attend the Annual Board of Directors' Retreat to become familiar with the structure, background and procedures of the corporation.

In addition, it shall be the stated goal of every Director to:

- i. Actively participate, in addition to the Board of Directors, **in at least one (1) Chamber committee**; attending no less than seventy-five percent (75%) of the committee's meetings.
- ii. Attend at least six (6) Chamber related functions per quarter (Tallahassee Trek counts as two (2) functions).

- iii. Call new **or unrenewed** members as requested and complete Board of Directors' reporting forms on a monthly basis.
- iv. Bring in at least two (2) new members per year, or chair an event that generates revenue to the Chamber, or provide or generate at least \$1,000 in sponsorship and/or ticket sales. (If a Director is an elite member or brings in an elite member, the extra cost of the membership counts towards the \$1,000.)

The appointed elected official and the appointed Consulting Attorney will be exempt from the Board of Directors' Requirements. The Board of Directors' Requirements are estimated to be a commitment to the Chamber of approximately six (6) to ten (10) hours per month.

**B. Consulting Attorney:**

The Chairman of the Board, subject to approval of the Board of Directors, shall appoint an attorney-at-law who is not already a member of the Chamber's Board of Directors, to serve as the Consulting Attorney of the Chamber for a one-year term. If a change is anticipated, notice should be provided all member attorneys to ascertain their interest in the position.

The Consulting Attorney is to provide the Board of Directors, Executive Committee, President/CEO, and staff with legal interpretations and advice as to Chamber matters, including; **contracts, personnel matters**, by-law interpretations, enforcement procedures relating to bylaw requirements, Chamber rules and regulations, and rules applicable to the conduct of all Chamber meetings.

By virtue of this authority and the importance of the Consulting Attorney to the wellbeing of the Chamber, this person shall be an ex-officio member of the Board of Directors and of the Executive Committee.

**Section 5. Indemnification** - An Officer and former Officer shall be indemnified against expenses actually and necessarily incurred and monetary damages in connection with any action, suit, or proceeding in which said Officer or former Officer is a party, to the fullest extent permitted by law, in accordance with the standards articulated in Chapter 617, Florida Statutes, relating to Corporations Not for Profit, as hereinafter amended. The Chamber shall maintain appropriate Directors and Officers Insurance coverage.

**Section 6. Prohibition from doing Business** - As a general practice, no officer or Director will be allowed to do business with the Chamber during their term of office. This prohibition shall also be binding on their firm or business and can be set aside in extenuating circumstances by a two-thirds (2/3) majority vote of the Board of Directors. **Board members must recuse themselves from voting on any matters which present a conflict of interest and must disclose said conflict. Contracts signed with a company before the board member takes his/her seat shall not be subject to this agreement until the contract is up for renewal.** As a general rule, vendor contracts should be bid when they expire.

## ARTICLE VII – COMMITTEES

**Section 1. Appointment and Authority** - The Chairman of the Board, with the approval of the Board of Directors, shall appoint, **in consultation with the President**, all committees and task forces, committee chairs and task force chairs, except for the Executive Committee. The Chairman of the Board may appoint such ad hoc committees and their chairs as deemed necessary to carry out the program of the chamber. Appointments shall serve concurrent with the term of the appointing Chairman of the Board.

It shall be the function of committees and task forces to implement the Program of Action, make recommendations to the Board of Directors, and carry on such activities as may be delegated to them by the Board of Directors.

**Section 2. Limitation of Authority** - No action by any member, committee, **council**, 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 and task forces shall be discharged by the Chairman 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 or task forces.

Committees, councils, task forces, individual members or directors are not able to enter contracts or spend/obligate monies on behalf of the Chamber.

**Section 3. Testimony** - Only the Chamber President/CEO or the Chairman of the Board of Directors shall serve as the Chamber's spokespersons to give testimony to, make presentations before civic and governmental agencies, or to provide information to the media unless given express approval of the Chairman.

**Section 4. Divisions** - The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations, as it deems advisable to carry out the work of the Chamber.

The Board of Directors shall authorize and define the powers and duties of all divisions, bureaus, departments, councils and subsidiary corporations. The Board of Directors 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 VIII – FINANCES

**Section 1. Funds** – All money paid to the Chamber shall be placed in a general operating fund, except for those funds designed for specific distribution. As delineated in Article VI, Section 3, Paragraph G, the zero-based operating budget should include a provision that allows for the deposit of excess funds into a reserve account.

**Section 2. Disbursements** – Upon Board of Directors' approval of the budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the budget. **Unbudgeted expenses in excess of five hundred (\$500) dollars require executive committee approval.**

**Section 3. Fiscal Year** – The fiscal year of The Greater Brandon Chamber of Commerce, Inc., shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

**Section 4. Budget** – The Finance Committee will be created. The official, voting members of said committee are as follows: the Chairman of the Board, Chairman-Elect, **Vice-Chairman of Finance**, and two (2) current Directors appointed by the Chairman of the Board. The President/CEO shall serve as advisor to the Finance Committee. The Finance Committee shall meet and begin the budget preparation and review process even if the election of the **Vice Chairman of Finance** has not taken place. Once the **Vice-Chairman of Finance** has been selected he/she will join the committee in progress at the next scheduled meeting. Meetings will be held at least quarterly throughout the year.

The President shall prepare and present the draft budget to the Finance Committee.

**Section 5. Annual Audit** – The accounts of the Chamber of Commerce as of the close of business on December 31<sup>st</sup> shall be audited annually by a member who is a Florida licensed certified public accountant. The audit shall at all times be available to members of the organization within the offices of the Chamber.

**Section 6. Bonding** – The President 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 of Directors and paid for by the Chamber.

## **ARTICLE IX - Parliamentary Authority**

**Section 1.** The current edition of ROBERT'S 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 of the By-Laws of the Chamber. In the event that a matter arises which is not covered by these By-Laws or by ROBERT'S RULES OF ORDER, the Board of Directors, by a two-thirds (2/3) vote of those present may adopt a procedure or procedures to cover said issues or matter.

## **ARTICLE X - Amendments to Bylaws**

**Section 1.** The By-Laws of the corporation may be amended, modified or replaced by a two-thirds (2/3) vote of the members in good standing present at any meeting of the membership duly called and convened; provided, however, that notice of the proposed amendment or amendments to be considered at such meeting shall have been given in writing either by mail, by electronic mail, or facsimile machine to each member at least **ten (10)** calendar days prior to any such meeting.

## **ARTICLE XI - Schedule**

### **Section 1.**

This revision of the Greater Brandon Chamber of Commerce Bylaws is scheduled for a vote of the Membership on or about **August 1, 2017**, and shall take effect upon adoption. It is recognized and understood that by that date, the Chairman, President, and Executive Committee will have undertaken to commence implementation of these Bylaws by the appointment of a nominating committee that complies with both these Bylaws and those previously in effect, as well as otherwise. In adopting these Bylaws, the Membership ratifies and approves the actions of the Chairman and President, as well as the Executive Committee and Board of Directors, in commencing the implementation of these Bylaws prior to their adoption, and agrees that such implementation will be recognized as compliant with these Bylaws notwithstanding that the same began before their formal adoption.

**Draft**