

Bylaws of the Boca Grande Area Chamber of Commerce, Inc.

Section 1 - General

- 1.1 Name
- This organization is incorporated under the laws of the State of Florida and shall be known as the Boca Grande Area Chamber of Commerce, Inc., a Florida non-profit corporation.
- 1.2 Purpose: to foster the development and prosperity of its members' businesses and the economic growth of the Boca Grande Area, positively affecting the quality of life of all Area residents, by use of the following strategies.
- 1.2.1 Assisting members in the realization of business growth opportunities by: local business promotions; merchants committee focusing on days and hours of business operation; networking through membership social gatherings; business education sessions – speakers & workshops; building relationships with neighboring Chamber; Chamber sponsored events – World's Richest and Ladies Day Tarpon Tournaments, Christmas Walk, Halloween Walk, Labor Day Picnic, and others.
- 1.2.2 Attracting visitors and future residents to Gasparilla Island by publishing information about resources, attractions, and opportunities through: web page; mailing information packages; and operation of the local office.
- 1.2.3 Coordinating Chamber activities with other Island organizations; assisting in financing of college educations of children of full time Island residents and other children as selected by the Chamber Scholarship Committee through the Scholarship Fund; building a greater awareness of the members' resources by the local community through the Chamber newsletter, Island newspaper column, and Chamber web site.
- 1.3 Service Area. The "Boca Grande Area" shall mean all of Gasparilla Island, Boca Grande North and Placida, which shall be considered the service area for this corporation.
- 1.4 Limitation of Methods. The Boca Grande Area Chamber of Commerce shall observe all local, state, and federal laws that apply to a non-profit organization as defined in Section 501C(6) of the Internal Revenue Code, as amended from time to time.

Section 2 - Membership

- 2.1 Eligibility. Any person, association, corporation, partnership, estate, or other legal entity having an interest in and agreeing to abide by the goals and objectives of the organization, its Bylaws and Articles of Incorporation shall be eligible to apply for membership.

There shall be four categories of membership:

- 2.1.1 Voting Business Memberships shall be open to applicants that meet the following qualifications:
- a) Engage in a trade, business or profession within the service area of the Chamber.
 - b) Has all required licenses and permits to lawfully engage in the applicant's trade, business or profession.
 - c) Has no unsatisfied judgments arising from or related to the applicant's trade, business or profession.
 - d) Has no felony convictions for fraud or theft within the past five years.
 - e) Has no civil judgments or final administrative orders finding that the applicant engaged in fraud, civil theft or an unfair trade or business practice within the past three years.
 - f) One or more of the following must be true:
 - 1) Own real estate in the service area
 - 2) Lease a residence, office or dock (if a fishing guide) annually in the service area.
 - 3) Been a member in good standing prior to March 12, 1996.
- 2.1.2 Non-voting Business Memberships shall be open to applicants that meet 2.1.1 (a) through (e) above.
- 2.1.3 Non-Voting Associate Memberships shall be open to non-business associated individuals,

government agencies, and other agencies, and organizations approved by the Board.

- 2.1.4 Distinction in public affairs shall confer eligibility for Honorary Membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors may grant or revoke honorary membership by a majority vote.

2.2 Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting of the Board. The Board may appoint a Membership Committee to review and approve all applications. Any applicant so elected shall become a member upon payment of the regularly scheduled applicable dues as provided in these Bylaws.

2.3 Dues

- 2.3.1 Membership dues shall be in accordance with such rate, schedule, or formula as may be from time to time adopted by the Board of Directors in a resolution.
- 2.3.2 Dues shall be payable in advance of August 1st of each fiscal year of the Chamber. Voting members who have not paid their dues will not be eligible to vote in the annual election.
- 2.3.3 It is the policy of this Chamber to maintain a level of dues that encourages participation in this Chamber by all segments of the community.

2.4 Termination

- 2.4.1 Any member may resign from the Chamber upon written request to the Board of Directors.
- 2.4.2 Any member will be expelled for non-payment of dues after the dues are ninety (90) days in arrears, unless time for payment is extended by the Board for good cause.
- 2.4.3 Any member may be expelled by vote of two-thirds of the Board of Directors, for conduct inconsistent with the Chamber's Code of Ethics/Membership Agreement or prejudicial to the aims or reputation of the Chamber, after notice and opportunity for a hearing before the Membership Committee is afforded to such member.
- 2.4.4 The Chamber shall adopt a Code of Ethics/Membership Agreement for membership, which all members must adhere to. The Board shall adopt the Code of Ethics/Membership Agreement of Directors by Resolution and may be amended by the Board from time to time.

2.5 Voting

- 2.5.1 In any proceeding in which voting by member is called for, each voting member (as described in 2.1.1 above) shall be entitled to one vote.
- 2.5.2 Honorary Members, Non-Voting Business Members, and Associate Members will not be entitled to vote.

2.6 Exercise of privileges

- 2.6.1 Every firm, association, corporation, partnership, estate, or other legal entity that is a voting member shall designate an individual whom the member desires to exercise the voting privileges of membership to which it is entitled. This designation may be changed at any time by written notice to the Secretary of the Chamber.

Section 3 - Membership Meetings

3.1 General Membership Meetings

- 3.1.1 The general membership meetings of the members of the corporation shall be held during April and November of each year.

- 3.1.2 The time and place of the meetings of the members shall be held in the service area and fixed by the Board of Directors and notice of the annual meeting shall be mailed to each member at least thirty (30) days before said meeting.
- 3.1.3 The notice of the general membership meetings shall be deemed delivered upon mailing.
- 3.2 Special Membership Meetings
 - 3.2.1 Special meetings of the members of the Chamber may be called by the President at any time, or by a notice signed by either seven (7) members or ten percent (10%) of the members in good standing.
 - 3.2.2 Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings.
 - 3.2.3 The notice of the special meeting shall be deemed delivered upon mailing.
- 3.3 Quorum of Membership Meetings. At any duly called general or special meeting of the members of the Chamber, twenty percent (20%) of all members shall constitute a quorum.
- 3.4 Agenda, Minutes. The Secretary or the Secretary's designee shall keep minutes of all membership meetings.

Section 4 - Board of Directors

- 4.1 Governing Body. 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 programs.
- 4.2 Number of Directors
 - 4.2.1 The Board of Directors shall have seven (7) elected members.
 - 4.2.2 The officers of the Chamber shall be members of the Board of Directors and elected by the Board.
- 4.3 Meetings of the Board of Directors
 - 4.3.1 Regular meetings of the Board shall be held monthly at a time and place determined by the Board.
 - 4.3.2 Members may attend any Board meeting and participate in the discussion of matters before the Board, and members are encouraged to do so.
 - 4.3.3 Special meetings of the Board may be called by the president or by three (3) members of the Board.
 - 4.3.4 Notice of meetings shall be given to each director as soon as possible.
 - 4.3.5 Notice of meetings shall be deemed delivered when mailed.
- 4.4 Quorum. At any Board meeting, special or general, a majority of the Board shall constitute a quorum.
- 4.5 Selection of Eligibility of Directors
 - 4.5.1 Nominating Committee. Upon his election, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five (5) members of the Chamber. The President shall designate the chairman of the committee. In addition to its regular duties described in the paragraphs below, the Nominating Committee shall submit nominations to the board when necessary to fill vacancies among the officers of the Board of Directors.
 - 4.5.2 Nominations. At least thirty (30) days prior to the November general membership meeting, the Nominating Committee shall present to the Secretary a slate of seven (7) candidates for directorships. This slate shall not have more than two (2) candidates who are not seated on the Board at the time of these nominations, unless more than two (2) of the Board members express a desire to resign from the Board. In that case the nominating committee shall nominate as many new members as needed to replace resigning Board members. The purpose of this rule is to establish continuity within the Board. This nominating committee rule shall not prohibit the general

membership to nominate new candidates for all seven (7) Director seats.

- 4.5.3 Qualification. Each candidate nominated must be a members, or designated representative of a member under 2.6 above, in good standing and must have agreed to accept the responsibility of a directorship.
- 4.5.4 Publicity of nominations. Upon receipt of the report of the Nominating Committee, and in each case thirty (30) days prior to the November meeting, the Secretary or his agent shall notify the membership by mail of the names of persons nominated as candidates for directorships and of the right of nomination.
- 4.5.5 Nominations by Petition. Additional names of candidates for Directors can be nominated by petition bearing the signatures of at least five (5) qualified voting members of the Chamber. Such petition shall be filed with the Chairman of the Nominating Committee within fifteen (15) days after notice has been mailed of the names of those nominated. The determination of the Nominating Committee as to the form and timing of the petition(s) shall be final.
- 4.5.6 Determination and Election. 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 at the November general membership meeting. If an approved petition is presented with additional candidates, the names of all candidates shall be arranged on a ballot, in alphabetical order. The Secretary or his designee shall, within five (5) days, notify the membership by mail with instructions to vote for seven (7) candidates. Identification shall be made on the ballot to identify those candidates nominated by the Nominating Committee. The deadline to receive the ballots shall be by noon of the day before the November general membership meeting. The Board at that meeting shall declare the candidates with the greatest number of votes ELECTED.
- 4.5.7 Notices and ballots required by this paragraph 4.5 are deemed delivered upon mailing.
- 4.5.8 Term Limits. Board members will be elected for a one-year term. The maximum number of consecutive terms one may be elected is five (5), with the exception of an immediate past president who may choose to remain on the Board for a sixth year.
- 4.7 Judges. Upon his election, the President shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5) judges who are not member of the Board of Directors or candidates for election. The judges shall be members of the Chamber in good standing. One will be designated chairman by the President. Such judges shall have complete supervision of the election of Directors and Officers, including the auditing of the ballots. They shall report the results of the election to the Board of Directors.
- 4.8 Seating of New Directors. All newly elected and appointed Board members shall be seated immediately and shall be participating members of the Board until the next November general membership meeting.
- 4.9 Vacancies and Absence
 - 4.9.1 Appointment. Vacancies on the Board of Directors, or among officers, shall be filled by a majority vote of the Board of Directors from a list of members whose names have been provided by the Nominating Committee. The Secretary shall inform the membership of the results of the appointment.
 - 4.9.2 Any member of the Board of Directors who shall be absent from three (3) consecutive regular meetings, unless such member shall have previously obtained permission from the Board of Directors, shall be deemed to have resigned his or her office. [previously an amendment]
- 4.10 Policies and Procedures. The Board of Directors is responsible for establishing all policies and procedures of the organization. These policies shall be maintained in a policy and procedure manual to be reviewed annually and revised as necessary.
- 4.11 Management. The Board of Directors shall employ an office manager and shall fix the salary and other considerations of employment. This office manager shall help the Secretary in all the duties of that Office.
- 4.12 Disqualification. Directors may be members and directors of other Chambers of Commerce and civic organizations. However, if the Board of this Chamber is considering a vote to combine or merge any or all of

its operations, staff, membership, funds or to file articles of merger with the Secretary of State, any directors of this Chamber who are also directors of the Chamber or organization with which such combination or merger is proposed, shall be disqualified from voting on the proposal in any meeting of the membership or the Board.

- 4.13 Indemnification. The Chamber hereby resolves to provide for the indemnification of any and all current or former officers and directors against expenses actually and necessarily incurred by them in connection with the defense of any demand, action, lawsuit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers or directors of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suite, or proceeding to be liable for misfeasance or malfeasance in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for misfeasance or malfeasance.
- 4.14 Proxy. At any meeting of the Board of Directors, special or regular, any director may vote by proxy. However, the proxy can only be given to and exercised by another director in good standing present at the meeting for which the proxy is given. Furthermore, a proxy can only be given for the regular meeting or a single special meeting, or any adjournment of the special meeting for which it was given. General proxies may not be given.

Section 5 - Chamber Officers

- 5.1 Election of Officers
- 5.1.1 Nomination. Members of the Board of Directors shall nominate officers at the first Board meeting following the November general membership meeting.
- 5.1.2 Qualification. Each candidate nominated must be an active member of the Board of Directors, in good standing and must have agreed to accept the responsibility of the office for which nominated. A director should serve for a minimum of one term before being elected to an office. Upon taking the office of vice president, it is understood that the officer is willing to hold the office of president the following year.
- 5.2 Election
- 5.2.1 If only one person is nominated for each office, the nominations shall be closed, and the nominated slate of candidates for the offices of the Chamber shall be declared elected.
- 5.2.2 If a petition shall present additional candidates, the names of all candidates for which there is a contest shall be arranged on a secret ballot in alphabetical order. Offices for which there is no contest shall not be submitted to ballot by the Board. Instruction on the ballot shall be to vote for one candidate only for the contested offices.
- 5.2.3 The secret ballots shall be marked by the directors and counted at the meeting.
- 5.2.4 In the event of a tie vote for any office the election shall be determined by the flip of a coin conducted by the Judges of the election.
- 5.2.5 All officers shall take office immediately and serve for a term of one year or until their successors assume the duties of office.
- 5.3 Officers and Duties
- 5.3.1 President. The President shall serve as the chief executive officer of the Chamber and shall preside at all meetings of the membership, Board of Directors, and executive Committee (composed of all officers). The President shall determine all committees, select all committee chairmen, and assist in the selection of committee personnel.
- 5.3.2 Vice-President. Exercise the power and authority and perform the duties of the President in his absence.
- 5.3.3 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. Annually, an outside accountant shall prepare a compiled financial statement. The

Treasurer shall be the chairman of the Budget Committee.

- 5.3.4 Secretary. The Secretary shall serve as secretary to the Board of Directors, and of the Corporation, and cause to be prepared notices, promotional materials, agendas and minutes of meetings of the Board and the membership.

Section 6 - Committees and Divisions

- 6.1 Appointment and Authority. The President, with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointment shall be at the will and pleasure of the president, and appointees shall serve concurrently with the term of the appointing President.
- 6.2 Function. It shall be the function of committees to make investigation, 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.
- 6.3 Limitation of Authority
- 6.3.1 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.
- 6.3.2 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.
- 6.4 Divisions
- 6.4.1 The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and committees. The Board shall annually review and approved all activities and proposed programs of such divisions, etc. including collection and disbursement of funds.
- 6.4.2 No action or Resolution of any kind shall be taken by divisions, bureaus, departments, councils, or committees having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

Section 7 - Finances

- 7.1 Funds. All monies paid to the Chamber shall be placed on deposit in a timely manner in financial institutions approved by the Board. Funds unused from the current year's budget shall be allocated or reserved pursuant to the majority vote of the current Board.
- 7.2 Disbursements
- 7.2.1 The President or Treasurer is authorized to make disbursements on accounts and expenses provided for by the Board.
- 7.2.2 All disbursements require signatures by two (2) persons, either two officers or an officer and the office manager.
- 7.3 Fiscal Year. The fiscal year of the Chamber shall be from August 1 to July 31.

Section 8 - Dissolution

- 8.1 Procedure. On dissolution of the Chamber, any funds remaining shall be distributed by the Chamber, Scholarship Fund or to one or more other non-profit organization(s).

Section 9 - Parliamentary Authority

- 9.1 Parliamentary Authority. The current edition of Roberts Rules of Order shall be the final source of authority

in all questions of parliamentary procedure when such rules are not inconsistent with the Articles or Bylaws of the Chamber.

Section 10 - Amendments

- 10.1 Amendments. Any amendment to these bylaws shall be initiated by a majority vote of approval of the Board at a regular or special meeting to place the proposed amendment on the agenda for the next regular meeting of the Board. Upon Board approval of the proposed amendment(s), they shall be voted upon by the general membership requiring a two-thirds vote of twenty percent (20%) of the general membership eligible to vote. The vote shall be taken at a general or special meeting with a written secret ballot. Notice for the general meeting must include the proposals for amendment, and notice must be given at least ten (10) days in advance of the meeting at which they are to be acted upon.