

**BYLAWS  
OF  
EAST LAKE COUNTY CHAMBER OF COMMERCE**  
(Revised December 2006)

**ARTICLE I**

**NAME**

This organization is incorporated under the laws of the State of Florida and is known as the East Lake County Chamber of Commerce, Inc. Its principal office shall be located within the limits of East Lake County.

**ARTICLE II**

**OBJECTIVES**

The general nature and objectives and purposes of this Corporation shall be to advance the commercial, professional, agricultural, civic and general interest of the area and to coordinate the efforts of all classes of membership toward realistic betterment of East Lake County and its environs.

**ARTICLE III**

**LIMITATIONS**

The East Lake County Chamber of Commerce shall be nonsectarian, nonpartisan, nonsectional and shall not discriminate against any race, color or creed.

**ARTICLE IV**

**MEMBERSHIP ELIGIBILITY**

Any person, firm, association or corporation interested in the general welfare of the East Lake County area and surrounding territory shall be eligible for membership in this Chamber of Commerce.

## ARTICLE V

### MEMBERSHIP DUES – VOTING PRIVILEGE

1. All members must be approved by the Board of Directors upon written application and, once approved by the Board and upon receipt of dues shall be considered as continuous from year to year so long as the character and repute of the member remains at an acceptable level to the Board.

2. Categories of membership are respectively defined as follows:

- A. Business Member
- B. Business Associate Member
- C. Individual Member
- D. Honorary Member
- E. Church and Civic
- F. Home-based business

3. Any firm, association or corporation holding more than one membership shall be entitled to cast only one vote, except those individuals who have been designated to represent said additional memberships shall vote as members.

4. The amount payable as membership dues shall be established by the Board of Directors and may be amended by the Board upon a majority vote. Dues shall be payable on the anniversary of the original membership.

## ARTICLE VI

### MEMBERSHIP – DEFINITION

1. **BUSINESS MEMBERSHIP** – A business member is any person, firm, association, corporation, partnership or estate which shall be recognized and voted eligible for a business membership.

2. **BUSINESS ASSOCIATE MEMBERSHIP** – A business associate member is any person who is an employee of an existing business member who wishes to have his name associated with that business. This classification shall be listed separately, indicating the business association, and will not be listed as a business member. This classification does not apply to professional people who have an established practice.

3. **INDIVIDUAL MEMBERSHIP** – An individual member is a person not engaged as a proprietor in a commercial or professional enterprise.

4. **CHURCH & CIVIC** – is a group of individuals who have organized into a group for the betterment of the individual and community in which they reside.

5. **HOME-BASED BUSINESS MEMBERSHIP** – a residence based business with one or more employees that may or may not have applied for an occupational license.

6. HONORARY MEMBERSHIP – The Board of Directors may at any regular meeting, by unanimous vote of the members present, admit to honorary membership any person deemed worthy of such distinction and confer upon such person the privileges of the Chamber of Commerce. Honorary Members shall be exempt from all fees and dues. A proposal to confer honorary membership may be made in writing to the membership committee by any member of the chamber. If the membership committee approves such a proposal, the name shall be presented in nomination to the Directors with a brief statement of the reasons therefore. Honorary memberships shall give the person or persons so classified the right to be heard on all matters before the Board of Directors, but shall not carry with it voting privileges. Any honorary membership may be revoked by the Board of Directors at any time. Honorary membership may be granted for a definite or indefinite period of time.

## ARTICLE VII

### MEMBERSHIP – EXPULSION

Any member may be expelled by the Board of Directors by a two-thirds (2/3) vote, after notice and opportunity for conduct unbecoming a member or for action detrimental to the interest of the Chamber. It is mandatory that each and every member, regardless of classification or category, accept all of the rules and policies of the Chamber and agree with all regulations and directives as set forth by the Board of Directors. Each member will also maintain a course of business conduct in keeping with those standards and practices commensurate with good sound and ethical business practices within the member's particular work or endeavor.

## ARTICLE VIII

### MEMBERSHIP – RESIGNATION – DEATH

Any member, upon written request addressed to the Board of Directors, may resign from the organization. In the event of death, resignation, or removal from the area of a member, there shall be no rebate of dues or any portion thereof.

## ARTICLE IX

### COMMUNITY PROGRAMS – REGULAR & ANNUAL

1. The Board of Directors may provide for holding monthly Community Programs on the first Monday of the month at 6:30 P.M. and/or Business After Hours from 5:30 to 7:00 P.M. Notice of programs and/or meetings shall be sent to the membership no less than six (6) days prior to the said meeting.

2. The Board of Directors shall provide for an annual meeting of the members each year, as soon after January's regularly scheduled Board Meeting as possible and prior to June's regularly scheduled Board Meeting of each year. This shall be noticed in the Communicator to all members with time allotted on agenda for member comments.

3. All Community Programs and annual meetings of membership should be opened with a short invocation and Pledge of Allegiance to the Flag of the United States of America.

## ARTICLE X

### BOARD OF DIRECTORS – COMPOSITION, DUTIES, POWERS

1. Effective February 1, 1993 the Board of Directors shall consist of no more than eighteen (18) members as follows:

- A. Fifteen (15) Directors, one-third (1/3) of whom shall be elected each year for a three-year (3) term.
- B. Not more than two (2) additional members appointed by the President to serve during his/her term of office with the approval of the Board, limiting their term to a maximum of one year. The Past President shall automatically be the third appointee.

2. The President shall continue as a voting member of the Board of Directors after expiration of his/her term of office as Past President until the current President becomes Past President. The maximum term of a Past President shall be two years. Each director shall be responsible for a committee as selected by the President.

3. **VACANCIES:** The Board shall fill all elected vacancies by appointment from the membership within thirty (30) days, and such interim appointee shall serve the unexpired term of the Director they are replacing.

4. **ABSENTEEISM:** Any Director who shall be absent from two (2) consecutive regular meetings of the Board shall be notified by the President that if he/she is absent from the next regular meeting of the Board of Directors, his/her seat shall be declared vacant and the absent member shall be notified of such in writing. Any Director who shall be so notified may explain the circumstances to the President, who shall report same to the Board of Directors who may, by a two-thirds (2/3) vote of those present, waive the provision of this section. The President will inform the absent member of the results of any vote.

5. **POWERS AND DUTIES:** The Board of Directors shall be the governing body and act in behalf of the East Lake County Chamber of Commerce and of all its committees, affiliated and subsidiary organizations, and of its property, subject only to such limitations as are provided in the Articles of Incorporation and Bylaws.

6. **MEETINGS:** The Board of Directors shall meet on the first Monday of each month at a time and place suitable to the Board of Directors. If the first Monday of the month falls on a holiday, the meeting shall be moved to the second Monday of the month. Fifty percent (50%) plus one (1) of the directors shall constitute a quorum at any regular or special meeting with full authority to transact business.

A. A special meeting of the Board may be called at any time by the President or by any three (3) directors. A call shall be issued to each director stating the purpose of the meeting. At least twenty-four (24) hour notice shall be delivered by telephone or in writing. If written notice is given, it must be delivered to the directors at least twenty-four (24) hours in advance of the meeting.

## ARTICLE XI

### ELECTION OF BOARD OF DIRECTORS

#### 1. SELECTION AND ELECTION OF DIRECTORS

##### A. NOMINATING COMMITTEE

- (1) At the regular August Board Meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of: two members of the Chamber who are not Directors and three (3) members of the Board of Directors, including the Vice President who shall act as chairman.
- (2) In August, the Administrative Assistant, though the September Communicator, shall advise all members as to the names of the persons serving on the Nominating Committee and advertise for those who would be interested in running for director on the Chamber Board.
- (3) In August and September, any member may make verbal or written suggestions to the Nominating Committee as to nominations.
- (4) The Nominating Committee shall review the suggested nominees, giving careful consideration to balancing the elected Board among membership. The Nominating Committee shall submit the list of nominees at the September meeting of the Board of Directors. All nominees must be members in good standing of the Chamber at the time of such nomination. The nominees shall be listed in an extra Communicator to be mailed as soon as possible after the September Board meeting.
- (5) At the October Business After Hours or public reception following the October Board Meeting, the Nominees will be introduced to the General Membership and/or general public. This Business After Hours or public reception shall be published in the extra Communicator listed in item 4 above.

## B. PUBLICITY OF NOMINATIONS

- (1) Upon receipt of the report of the Nominating Committee, the Administrative Assistant shall immediately notify the membership by an extra Communicator of the names of persons nominated as candidates for Directors and the right of petition.

## C. NOMINATIONS BY PETITION

- (1) Additional names of candidates for directors can be nominated by petition bearing the signatures of at least five (5) members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated.

## D. DETERMINATION

- (1) If no petition is filed within the designated period, the nominations shall be closed.
- (2) If a **single slate** is presented, the candidates shall be declared elected by the Board of Directors at the regular October Board of Directors meeting.
- (3) If a **double slate** is presented, the names of all candidates shall be arranged in alphabetical order on the ballot and mailed to the membership. The instructions shall be to vote for one (1) candidate for each open position and return by the last Monday of October by 2:00 p.m. in order to be counted.
- (4) If a **petition** is filed within the designated time, the Administrative Assistant shall immediately mail this ballot to the membership. The instructions shall be to vote for one (1) candidate for each open position and return by the last Monday of October at 2:00 p.m.
- (5) Ballots shall be counted on the last Monday of October by the Administrative Assistant, Immediate Past President and one (1) member who is not a candidate or sponsoring candidates for election. In case of a tie, one is selected by the order of appearance on the ballot. Results shall be reported in writing to the Board of Directors with a written letter of election to all new Board Members. A letter to all candidates not elected shall be sent thanking them for their interest in serving the Chamber.
- (6) Following the election of Directors, the three (3) members of the Board who are members of the nominating committee shall then act as nominating committee for officers, selected from the incoming Board of Directors, and shall submit at the November Board of Directors meeting, a slate of candidates for the election of the following officers: President, Vice President, Secretary, and Treasurer. A candidate for President must have served on the Board of Directors for at least one year. Vice President, Secretary and Treasurer may be selected from any of the incoming directors.

E. ELIGIBILITY

- (1) Any member in good standing may be nominated to the Board of Directors; however, no director shall be nominated to serve more than two consecutive terms until one (1) year has lapsed after his/her regularly elected term has expired. This restriction does not apply to appointed Directors or those serving an interim appointment.

ARTICLE XII

OFFICERS

The government of the East Lake County Chamber of Commerce, the direction of its work, and the control of its property shall be vested in the Board of Directors who shall consist of an Executive Board (President, Vice President, Treasurer, Secretary, and Past President), and a Board of Directors consisting of thirteen members with three of these being President's Picks, totaling eighteen Directors.

ARTICLE XIII

PRESIDENT

The President shall be the chief officer of the Chamber; shall preside at meetings of the Board of Directors; shall assist in formulating and promoting the general program of the Chamber; shall, subject to approval by two-thirds (2/3) of the Board, appoint all committees; shall, with the Treasurer, sign all contracts and obligations of the Corporation; shall preside at all meetings of the members of the Chamber. The President shall be a member ex-officio of all committees of the Chamber. The President shall submit an annual report of the activities of the Chamber to the membership at the Installation of Officers each year and at the Annual Meeting each year.

ARTICLE XIV

VICE PRESIDENT

The Vice President shall act in the absence of the President. The Vice President shall be responsible for the activities of committees as designated by the President.

## ARTICLE XV

### BOARD SECRETARY

The Board Secretary shall ensure that all minutes of all Community Programs, General Membership Meetings, and meetings of the Board of Directors are properly prepared and shall e-mail minutes to the Board Members upon completion of transcription. An original copy of the minutes shall be maintained in the Chamber office. The Board Secretary shall give notice of all meetings to the directors. The Board Secretary shall ensure that all correspondence is handled and that all records of the Corporation, together with the seal and charter are maintained, and shall be authorized to affix the Corporate Seal.

## ARTICLE XVI

### TREASURER

The Treasurer shall be responsible for the general supervision over the financial affairs of the East Lake County Chamber of Commerce, prepare monthly and annual financial statements, and also act as the Chairman of the Budget Committee. Whenever requested to do so by the Board of Directors, but not less than annually, the Treasurer shall make a detailed report on the finances and, with approval of the Board, shall invest surpluses.

1. **AUDIT COMMITTEE:** At the end of the fiscal year, the Treasurer shall have an independent review of the records of the Chamber by an Audit Committee appointed by the President. Said committee shall consist of three (3) members: an Officer (other than the Treasurer) and two (2) members of the Chamber not on the Board of Directors. The Committee shall report its findings in writing to the President annually.
2. **DISBURSEMENTS:** All disbursements of the organization shall be authorized by two officers and signed by two officers, preferably the Treasurer and President. The Treasurer and all agents shall be bonded in an amount sufficient to protect the financial interests of the East Lake County Chamber of Commerce.
3. **CONTRACTS:** The Treasurer, along with the President, shall sign all contracts and obligations of the Corporation as directed by the Board.
4. **BUDGET COMMITTEE:** Shall be appointed by the President subject to the approval of two-thirds (2/3) of the Board.

A. **THE ANNUAL BUDGET** shall be established by the Budget Committee and various appropriations there under, subject to the approval of the Board of Directors. They shall periodically review the income and disbursements and make such changes in the working budget as they deem necessary or desirable, subject to the approval of the Board of Directors. They also, from time to time, examine the dues investment of each member and make such recommended changes to the



Board of Directors and/or the general membership as they deem necessary to place and keep each member's investment in the work of the organization on a fair and equitable basis.

B. BUDGETS FOR ALL CHAMBER ACTIVITIES must be prepared and submitted to all Board members via mail at least one week prior to the Board Meeting at which such budget will be discussed and approved or rejected. All committee chairpersons shall submit a budget for all programs or events to the budget committee. Each chairperson shall enter a final report to the Board thirty days after each event.

## ARTICLE XVII

### PAST PRESIDENT

The Past President shall be part of the Executive Board of five and shall serve at the pleasure of the Board when needed.

## ARTICLE XVIII

### FISCAL YEAR

The fiscal year of the East Lake County Chamber of Commerce shall be from February 1 through January 31.

## ARTICLE XIX

### DISBURSEMENTS

No disbursements of the funds of the East Lake County Chamber of Commerce shall be made unless the same shall have been approved, authorized, and ordered by the Board of Directors. Upon approval of the budget, disbursements on account of expenses provided for in the budget shall be made by the authorized agents without additional approval by the Board of Directors.

## ARTICLE XX

### PARLIAMENTARY PROCEDURE

The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

## ARTICLE XXI

### AMENDMENTS

These Bylaws may be amended, altered or rescinded by a two-thirds (2/3) vote of the Directors present at any regular board meeting or at any special meeting called by the general membership in accordance with these Bylaws. Amended Bylaws shall be filed and registered with the State of Florida.

## ARTICLE XXII

### IMPLEMENTATION

These Bylaws shall be effective immediately upon their adoption by the Board of Directors and filing with the State of Florida.