



Bylaws of East Lake County Chamber of Commerce

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BYLAWS OF
EAST LAKE COUNTY
CHAMBER OF COMMERCE
(Revised October 14, 2020)

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. MISSION

The general purposes of this Corporation shall be to promote commerce and community in East Lake County.

ARTICLE III. NOT-FOR-PROFIT STATUS

The East Lake County Chamber of Commerce shall observe all local, state, and federal laws which apply to a not-for-profit organization as defined in Section 501(c)(6), of the Internal Revenue Code.

ARTICLE IV. LIMITATIONS

The East Lake County Chamber of Commerce shall be nonsectarian and nonpartisan and shall not discriminate.

ARTICLE V. MEMBERSHIP

1) **QUALIFICATION**

All persons, firms, and corporations interested in promoting commerce and community in the East Lake County area or who desire to preserve and promote the mission of the East Lake County Chamber of Commerce shall be eligible for membership.

2) **APPLICATION AND APPROVAL**

All applications for membership shall be in writing to the East Lake County Chamber of Commerce, said application constituting an agreement on the part of the applicant, if admitted, to adhere to all bylaws, policies and procedures adopted by the Board. Applicants may be approved for membership at any meeting of the Board of Directors. Each such admitted member shall be referred to herein as a "Member" and collectively as the "Members" of the East Lake County Chamber of Commerce.

3) **FORFEITURE**

If any Member fails to pay its dues investment within 90 days of the due date, membership may be deemed forfeited.

4) **TRANSFER**

Membership in the East Lake County Chamber of Commerce is not transferrable.

5) **TERMINATION**

Membership in the East Lake County Chamber of Commerce shall automatically terminate upon the resignation, death, or dissolution of a Member.

6) EXPULSION

A Member may be expelled for conduct unbecoming a member or for action detrimental to the interest of the Chamber pursuant to the following procedure:

a) RESOLUTION

The Board, at any regular or special meeting of the Board, shall pass a resolution by two-thirds (2/3) of the Directors present recommending the expulsion of said Member;

b) NOTIFICATION

Such Member shall be notified, in writing, by the President, of the recommendation of the Board to expel such Member and such Member shall be given the opportunity of a hearing before the Board; and,

c) POST-HEARING RESOLUTION

Subsequent to such hearing, or reasonable opportunity for such hearing if declined or unreasonably conditioned by the Member, the Board shall vote to determine whether to expel said Member. The member shall be deemed expelled upon the passing of a resolution by two-thirds (2/3) of the Directors present confirming the expulsion of said Member.

7) HONORARY

Any person, upon a unanimous vote of the Board of Directors, may be admitted to honorary membership. Honorary Members shall have all the rights and privileges of active members, except the right to vote, and shall be exempt from all fees and dues.

8) VOTING

Each Member of the East Lake County Chamber of Commerce in good standing is entitled to one (1) vote in any election, referendum, or membership meeting.

ARTICLE VI. BOARD MEETINGS

1) MEETINGS

The Board of Directors shall provide for monthly Board Meetings on the second (2nd) Thursday of the month at 6:00 pm, or as directed by the Board. Meetings may occur in any reasonable form, whether physical or electronic in nature as may be decided by the President. Notice of meetings shall be posted on the Chamber website Calendar of Events no less than (3) days prior to said meeting and shall include directions for Chamber members to register if they would like to attend the meeting.

2) QUORUM

Fifty percent (50%) plus one (1) of the seated directors shall constitute a quorum at any regular or special meeting with full authority to transact business.

3) SPECIAL MEETINGS

A special meeting of the Board may be called at any time by the President or by any three (3) directors. Each director shall be notified at least 24 hours prior to said meeting, such notice to include the purpose of the meeting.

4) RECORD OF VOTES

When the Board votes, each vote shall be conducted by a "roll call" and shall be recorded in the minutes of that meeting.

ARTICLE VII. MEMBERSHIP MEETINGS

1) ANNUAL MEETING

The Annual Meeting of the members shall be held at the date, place, and hour as shall be designated by the Executive Committee. Notice of the Annual Meeting shall be posted on the Chamber website Calendar of Events no less than 15 days prior to said meeting.

2) QUORUM

Five percent (5%) of the Chamber's voting members as of the first day of the month preceding the month in which a Membership Meeting is held shall constitute a legal quorum at any such meeting.

3) SPECIAL MEMBERSHIP MEETING

A special meeting of the membership may be called at any time by the President or by any five (5) members. Notice of such meeting shall be posted on the Chamber website Calendar of Events no less than three (3) days prior to said meeting with time allotted on agenda for member comments.

ARTICLE VIII. BOARD OF DIRECTORS

1) COMPOSITION

The Board of Directors shall consist of no more than 18 members as follows:

a) ELECTED DIRECTORS

Fifteen (15) Directors, one-third (1/3) of whom shall be elected each year for a three-year (3) term.

b) PRESIDENT PICKS

Not more than two (2) additional members appointed by the President to serve during their term of office with the approval of the Board, limiting their term to a maximum of one (1) year.

c) PAST PRESIDENT REPLACEMENT

The Past President shall vacate their elected seat until the completion of their term as Past President. The President shall appoint a replacement to fill this vacancy, with Board approval. Such appointment shall last no longer than one (1) year. The President may re-appoint the same individual with Board approval.

d) SINGLE REPRESENTATIVE

No membership shall have more than one (1) representative on the Board at any given time.

2) VACANCIES

The Board may fill all elected vacancies by appointment from the membership, and such interim appointee shall serve the unexpired term of the Director they are replacing. Appointed directors shall assume duties upon Board approval of the appointment.

3) ATTENDANCE REQUIREMENTS

Directors are expected to regularly attend meetings of the Board. A directorship shall be declared vacant when a Director is absent from three (3) Board meetings in one (1) calendar year without consent of the Executive Committee. The Executive Committee may consent to a Director's absence from one (1) or more Board meetings by majority vote at a meeting of the Executive Committee, whether in advance or after such Director's absence. If a directorship is declared vacant in accordance with this section, the President shall notify such Director in writing of such vacancy. The Board shall permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including, without limitation, telephonic

and video conferencing. A director participating in a meeting by this means is deemed to be present in person at the meeting.

4) POWERS AND DUTIES

The Board of Directors shall be the governing body and act on 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. Directors shall assume duties on the first (1st) day of the fiscal year following their election.

ARTICLE IX. ELECTION OF BOARD OF DIRECTORS

1) NOMINATING COMMITTEE

a) APPOINTMENT

At the regular August Board Meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of:

NON-DIRECTORS

two (2) members of the Chamber who are not Directors and

DIRECTORS

three (3) members of the Board of Directors, including the Vice President who shall act as chairman.

b) ADVERTISEMENT

In August, the Executive Director 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. In August and September, any member may make written suggestions through the Executive Director to the Nominating Committee. Each nomination must include the completed Board Application and must be submitted to the Executive Director prior to the last Friday in September.

REVIEW

The Nominating Committee shall review the suggested nominees, giving careful consideration to balancing the elected Board among membership and ensuring that no more than one (1) representative from any membership shall hold a seat. The Nominating Committee shall submit the list of nominees at the October meeting of the Board of Directors, along with a completed Board Application from each nominee. All nominees must be members in good standing of the Chamber at the time of such nomination.

INTRODUCTION

Nominees will be introduced to the Members and public in October in any reasonable form, whether physical or electronic in nature as may be decided by the President.

2) PUBLICITY OF NOMINATIONS

Upon receipt of the report of the Nominating Committee, the Executive Director shall notify the membership of the names of persons nominated as candidates for Directors.

3) DISTRIBUTION OF BALLOT

A ballot containing the names of the nominees in alphabetical order shall be published on the Chamber's website at least 14 days before the date of the annual election, which is the last Friday of October. Information from each candidate's Board Application shall be included with the ballot.

4) DETERMINATION

a) SINGLE SLATE

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.

b) MULTIPLE SLATE

If a multiple slate is presented, the names of all candidates shall be arranged in alphabetical order on the ballot distributed to the members in any reasonable form, whether physical or electronic in nature. The instructions shall be to vote for one (1) candidate for each open position and return by the last Friday of October by 2:00 p.m. in order to be counted.

c) COUNTING

Ballots shall be counted on the last Friday of October by the Executive Director, Immediate Past President and one (1) member who is not a candidate. In case of a tie, the President shall make the deciding vote. The five (5) candidates receiving the most votes shall be elected. Results shall be reported in writing to the Board of Directors with a written letter of election to all new Board Members.

5) SELECTION OF EXECUTIVE COMMITTEE

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 (1) year. Vice President, Secretary and Treasurer may be selected from any of the incoming directors.

6) ELIGIBILITY

Any member in good standing may be nominated to the Board of Directors; however, no director shall be nominated to serve more than two (2) consecutive terms until one (1) year has lapsed after their regularly elected term has expired. This restriction does not apply to appointed Directors.

ARTICLE X. DIRECTORS

1) GOVERNMENT OF EAST LAKE COUNTY CHAMBER OF COMMERCE

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 Committee (President, Vice President, Treasurer, Secretary, and Past President), and a Board of Directors consisting of fifteen (15) elected members, two (2) appointed President's Picks, and the Past President, totaling eighteen (18) Directors.

2) EXECUTIVE DIRECTOR

The Executive Director shall be a non-voting ex-officio member of both the Executive Board and Board of Directors but is not included in the count of 18 Directors.

ARTICLE XI. OFFICERS

1) 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. The President shall only vote to break a tie.

2) 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. The Vice President shall be the chairperson of the Nominating Committee.

3) SECRETARY

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

4) 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 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.

5) PAST PRESIDENT

The President shall become Past President upon the incoming President's assumption of duties. At this time, the Past President shall be removed from their elected Board seat for as long as they serve as Past President. Upon the completion of their term as Past President, they shall return to their elected seat, if such seat is still open.

6) EXECUTIVE DIRECTOR

The Executive Director shall be the chief administrator of the Chamber. The Executive Director shall devote himself or herself entirely to the affairs of the Chamber, and such other duties as may be assigned to the Executive Director by the President. The Executive Director shall have authority to employ and discharge employees and fix their compensation within the limits of the budget and upon approval of the Board. The Executive Director shall maintain general supervision over all work of the Chamber and its employees and shall be responsible for preserving all minutes and records. It shall be the responsibility of the Executive Director to make disbursements and/or expenditures only in accordance within a budget which shall be approved by the Board. Should the Executive Director position become vacant, the Board of Directors may choose not to fill the position.

ARTICLE XII. FISCAL YEAR

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

ARTICLE XIII. BUDGET/DUES INVESTMENT/FINANCE

1) ANNUAL BUDGET

At the beginning of each fiscal year, the Executive Director and Treasurer shall submit a detailed budget of anticipated revenues and expenses to the Executive Committee for revision and approval, after which it shall be presented to the Board of Directors for revision and approval.

2) BUDGETS FOR ALL CHAMBER ACTIVITIES

Budgets must be prepared and submitted to Board members electronically at least one (1) 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.

3) DISBURSEMENTS

No disbursements other than provided for in the budget shall be made without prior approval and authorization of the Board. Disbursements shall be made by check and shall be signed and countersigned by person(s) as designated by the Board. Upon approval of the budget, the President shall be authorized to make disbursements on account of expenditures provided for in the budget without additional action by the Board. Notwithstanding the foregoing, where time is of the essence and where the Executive Director and President jointly determine financial commitment from the Chamber is essential to the success of a program or project and where there is no prior Board authorization, the Executive Director and President shall have the joint authority to bind the Chamber to a financial commitment not to exceed Three Thousand and No/100 Dollars (\$3,000.00) and shall be reported by the Executive Director and President at the next meeting of the Executive Committee. Written record of such commitment shall be included in the minutes of said Executive Committee meeting.

4) DUES INVESTMENT

The membership dues investment shall be determined and modified from time to time by the Board. The Board shall develop a plan of membership investment that will produce revenue in a fair and equitable manner from the members as determined by the needs as reflected by the adopted budget.

5) INTERNAL AUDIT COMMITTEE

At the end of the fiscal year, the Treasurer shall have an independent review of the records of the Chamber by an Internal 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.

ARTICLE XIV. 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. The President may appoint a parliamentarian.

ARTICLE XV. 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, special board meeting, or by a two-thirds (2/3) vote of the Directors present at any special meeting called by the general membership in accordance with these Bylaws.

ARTICLE XVI. IMPLEMENTATION

These Bylaws shall be effective immediately upon their adoption by the Board of Directors.