

**GREATER WESLEY CHAPEL
CHAMBER OF COMMERCE
BYLAWS**

Revisions Adopted November 1, 2011

**BYLAWS
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**ARTICLE 1
GENERAL**

SECTION 1: NAME & LOCATION

This organization is incorporated under the laws of the state of Florida and shall be known as the Greater Wesley Chapel Chamber of Commerce, Incorporated. The principal offices for the corporation will be within the boundaries of Wesley Chapel, Florida.

SECTION 2: PURPOSE

The Greater Wesley Chapel Chamber Of Commerce is organized to advance the general welfare and prosperity of the Wesley Chapel community and the surrounding area so that its citizens and all areas of the business community may prosper. The Chamber's purpose is *"to engage business and community leaders as a voice to enhance the wonder of Wesley Chapel."*

All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

SECTION 3: LIMITATIONS

The Greater Wesley Chapel Chamber Of Commerce, hereinafter "Chamber", shall observe all local, state and federal laws which apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code. The Chamber shall be non-partisan, non-sectional, and non-sectarian. It shall not participate in the support of the election of specific candidates for any public office.

**ARTICLE 2
MEMBERSHIP**

SECTION 1: ELIGIBILITY

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership. All memberships will have one (1) designated vote each. All other members of a qualifying organization may apply for an associate membership to the Chamber at dues set by the Board of Directors. Associate members and honorary members shall not have a vote in Chamber matters.

Applications for membership shall be on forms provided for that purpose and signed by the applicant. Any applicant shall become a member upon payment of the regular dues as provided in Section 3 of Article 2.

SECTION 2: MEMBERSHIP DUES

Membership dues shall be at such rate or rates, schedule or formula as set each year by the Board of Directors, payable in advance. Authority to fix the schedule of membership dues and membership dues policy shall reside with the Board of Directors.

SECTION 3: TERMINATION

- A) Any member may resign from the Chamber upon written request to the Board of Directors.
- B) Membership terminates for non-payment of dues after ninety (90) days from the due date, unless otherwise extended for good cause as determined by the Executive Director or Director of Operations.
- C) Any member may be expelled for conduct unbecoming a member or for behavior which is prejudicial to the objectives or reputation of the Chamber, within thirty (30) calendar days of notice of such conduct. The board shall convene by special or regular meeting during which the President will provide information regarding said conduct. The President will entertain a motion to hold an expulsion hearing. If approved, the President will direct such member to be notified. Said notice will be in writing and sent via registered mail at least ten (10) business days prior to scheduled hearing and will list exact reasons for hearing. Following this procedure, expulsion hearings will then follow Chamber policy.

SECTION 4: VOTING

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote. Associate memberships and honorary members are always non-voting memberships.

SECTION 5: EXERCISE OF PRIVILEGES

Every firm, association, corporation, partnership or estate holding membership shall nominate an individual whom the holder desires to exercise the privileges of membership. Any substitution of their designee shall require at least 5 days in advance written notification to the Executive Director or Director of Operations.

SECTION 6: HONORARY MEMBERSHIP

The Board of Directors may, at any regularly scheduled meeting by a majority vote, admit to honorary membership, any person the board deems worthy of such a distinction. Honorary members shall be exempt from all fees and dues, but shall not have voting privileges. Criteria and length of term shall be determined by board.

ARTICLE 3 MEETINGS

SECTION 1: ANNUAL MEETING

An annual membership meeting of the corporation, in compliance with state law, shall be held at such time as the Board of Directors shall designate each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed or emailed to each member at least ten (10) business days before said meeting.

SECTION 2: ADDITIONAL MEETINGS

General membership meetings may be held at such a time and place as determined by the Board of Directors. A notice of special meetings shall be mailed or e-mailed to each member at least five (5) days prior to the meeting.

SECTION 3: QUORUMS

At any duly called general meeting of the Chamber, five (5) percent of the membership shall constitute a quorum; at a board meeting, a majority of directors and officers shall constitute a quorum. If a quorum is not present, voting of new membership approval can be made by the board electronically within five (5) business days after the board meeting.

Committee meetings shall not require a quorum provided that the meeting was duly called and notified.

ARTICLE 4 BOARD OF DIRECTORS

SECTION 1: COMPOSITION OF BOARD

The Board of Directors shall be composed of up to seventeen (17), but no less than twelve (12) members, approximately one third of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified; of which five shall be officers: President, President-Elect, Vice-President, Secretary and Treasurer. The President shall serve as Chairman of the Executive Committee. No person employed by the Chamber on a ongoing basis may be eligible to serve as a voting member of the 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 board will vote on any motions made by the committee on policies and procedures, and will ensure a policy book is maintained by the Secretary, the Director of Operations, or Executive Director.

SECTION 2: SELECTION AND ELECTION OF DIRECTORS

A) Nominating committee: at the regular April board meeting, the President shall appoint, subject to approval by the Board of Directors, a nominating committee of at least three (3) members of the Chamber. The President shall designate the Chairman of the committee. The Nominating Committee will serve for a one year term or until successors are elected.

Prior to May 10 the nominating committee shall present to the President a slate of candidates to replace approximately one third (1/3) of the directors whose regular terms are expiring. Each candidate must be a Member in good standing and must have been an active Member of the Chamber for at least one year preceeding nomination. The nominating committee shall fully inform all candidates of the duties and resonsibilities of a directorship. Nominees must agree to serve on committees as appointed by the President and must agree to accept the full responsibilities of a directorship. The nominating committee shall screen the candidates for nomination based on a specific measurable criteria (as outlined in the policies and procedures

manual) which reflects the duties and responsibilities of a directorship. There must be at least one (1) candidate for each expiring position for directors. No board member who has served two (2) consecutive three (3) year terms is eligible for a third term. A period of one (1) year must elapse before eligibility is restored.

Additional names of candidates for the Board of Directors can be nominated by petition bearing the genuine signature of at least twenty (20) qualified voting members of the chamber. The petition(s) shall be filed with the Nominating Committee within ten (10) business days after notice has been given of those nominated. The determination of the nomination committee as to the legality of the petition(s) shall be final. Each candidate must have been an active Member in good standing for at least one year preceeding nomination and meet specific measurable criteria which reflects the duties and responsibilities of a directorship.

B) Publicity of nominations: upon receipt of the report of the nominating committee, the President shall immediately notify the membership by posting on the chamber website and listing in the June newsletter, the names of the persons nominated as the candidates for directors.

C) Determination: the nominations shall be closed and the nominated slate of candidates for approximately one third of the Board of Directors positions shall be closed by the Board of Directors at the July general meeting. The names of the candidates selected by the nominating committee after subjecting all nominees to the screening process set forth in paragraph A above, will be put on a ballot in alphabetical order (last name). Instructions will be provided to the membership as to the appropriate voting method. The Executive Director or Director of Operations will mail or email a ballot to all active members within ten (10) days after the July general meeting each year. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber within ten (10) days. The Board of Directors shall, at its regular August general membership meeting or mixer, declare the candidates with the greatest number of votes elected.

D) Judges: the President shall appoint, subject to approval of the Board of Directors, at least three (3), but not more than five (5), judges who are not candidates for election or current board members. One will be designated chair. Such judges shall have the complete supervision of the election, including the auditing of ballots. They shall report the results of the election to the Board of Directors.

SECTION 3: SEATING OF NEW DIRECTORS

All newly elected and appointed board members shall be invited to attend the regular September board meeting and shall be voting members thereafter. Retiring directors shall continue to serve until September 30th of that year.

SECTION 4 MEETINGS

A regular monthly meeting of the Board of Directors shall be held on such a date as determined by the Board of Directors. A change in meeting date shall be announced by the President at least five (5) business days in advance of the rescheduled meeting. Minutes shall be recorded at all board meetings.

A special board of directors' meetings may be called by the President or by written application of three (3) members of the Board of Directors. Notice (including the purpose of the meeting) shall be given to each director at least three (3) business days prior to any such special board meeting.

A regular or special meeting of the board of directors may take place via teleconference or web based meeting if such meeting was duly called and a quorum is present.

Committee meetings may be called at any time by the committee chair person.

SECTION 5: ABSENCES

Absence from more than three Board meetings in a fiscal year shall be construed as a resignation which shall be accepted by a majority of the board in order to be effective. The Board of Directors may consider illness or other mitigating factors at its discretion. His/her seat may be filled by the board.

SECTION 6: VACANCIES & REMOVAL

Vacancies on the Board of Directors occurring more than 60 days before the close of nominations for an upcoming election shall be filled by a majority vote of the Board of Directors for the remainder of the original term. A list of candidates for consideration will be provided by the Nominating Committee

Any Director may be removed from office by a two-thirds (2/3) majority vote of the full 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 ten (10) business days in advance of any Board of Directors' meeting at which such action is to be considered.

SECTION 7: EXECUTIVE COMMITTEE

The Executive Committee shall act for and on behalf of the Board of Directors when the board is not in session but shall be accountable to the board for its actions. It shall be composed of the President, President-Elect, Vice-President, Secretary and Treasurer. The President shall serve as Chairman of the Executive Committee. The Executive Committee shall require a quorum of 51 percent. The Executive Committee is responsible for establishing procedure and formulating policy of the organization with board of director approval.

SECTION 8: ACTION BY DIRECTORS WITHOUT A MEETING

Action required or permitted to be taken at a Board of Directors meeting or committee meeting may be taken without a meeting if the action is taken in the following manner. A proposed motion shall be mailed or emailed by the Chair or Vice-Chair to all members of the board or the committee. The motion must be approved by a minimum of two-thirds of all voting members of the Board or committee delivered in writing or by email to the Chair or Vice-Chair. Any such action taken has the effect of a meeting vote, and it becomes effective when a two-thirds affirmative response is received unless the motion specifies a different effective date. The record of the vote must be maintained by the Secretary, and all such actions taken by the Board or a committee must be presented at the next regularly scheduled meeting and recorded in the

minutes by the Secretary. This provision does not limit the ability of the Executive Committee to act for and on behalf of the Board of Directors when the board is not in session.

SECTION 9: HONORARY BOARD MEMBERS

The board of directors may vote to recommend or remove by a simple majority nonvoting honorary board members for a one year term. The board of directors may vote to remove an honorary board member by a simple majority vote.

ARTICLE 5 CHAMBER EMPLOYEES

The Board of Directors may hire an Executive Director, a Director of Operations, and other employees as needed. The compensation of the employee shall be determined by the Board of Directors. The President shall have the authority to terminate the Executive Director, the Director of Operations, or other employees upon approval by the Board of Directors

ARTICLE 6 OFFICERS

SECTION 1: DETERMINATION OF OFFICERS

The Board of Directors at its September meeting, shall reorganize for the coming year. At this meeting the board shall appoint the President, President-Elect, Vice President, Secretary and Treasurer. Eligible candidates for any office shall whenever possible have served as a voting member on the board for at least one year. These positions will be appointed for one (1) year or until successors are appointed and take office at the October board meeting.

SECTION 2: DUTIES OF OFFICERS

A) **PRESIDENT:** The President shall serve as the presiding officer at all board meetings and have duties as outlined in Article 7 and other areas of the bylaws.

The President shall be chief executive officer of the Chamber and its official spokesperson. The President shall preside at all meetings. The President shall execute such papers as may require his/her signature, exercise a general supervisory control over the affairs of the Chamber, and make such reports to the members as are required by the Board of Directors. The President shall be an ex-officio member of all committees

The President will oversee the performance of the Executive Director, the Director of Operations, or other positions relating to the day to day operation of the Chamber.

B) **PRESIDENT-ELECT** The President-Elect will co-chair the budget committee and assist the President as requested including the implementation of the annual strategic plan. It is intended that the President-Elect shall be nominated to serve as the President for the program year commencing October 1st the year after his or her appointment as President-Elect.

C) VICE-PRESIDENT: The Vice-President shall assume committee liaison duties as directed by the President. In the event the President cannot finish his or her term, the Vice-President shall serve as President until the next succeeding regular election of officers and directors.

E) SECRETARY: The Secretary shall record the attendance of officers and directors at all board meetings and record the minutes of all board meetings. Prior to next board meeting, all minutes from the previous meeting will be sent to board members for review. The Secretary shall act at the direction of the President.

F) TREASURER: The Treasurer shall be the supervisor of the accounts and report findings as to the financial status of the Chamber monthly. These reports shall be sent to the board members prior to the next board meeting for review. By virtue of the office, the Treasurer shall be chairman of the finance and budget committee.

ARTICLE 7 COMMITTEES AND DIVISIONS

SECTION 1: APPOINTMENT AND AUTHORITY

The President, by and with the approval of the Board of Directors, shall appoint or remove all standing and ad hoc committee chairs unless otherwise provided for in these bylaws.

Standing committee chairs shall be appointed at the October meeting. The President may appoint such ad hoc chairs as deemed necessary to carry out the programs of the Chamber at any time of the year.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry out such activities as may be delegated to them by the board.

SECTION 2: STANDING COMMITTEES

A standing committee is defined as a committee that is necessary for the corporation to function in a professional, business like fashion. The purpose and scope of each committee shall be included in the Policies and Procedures Manual and may be updated as needed. Each standing committee shall be composed of a chairperson and as many members as is deemed necessary by the chairperson. The following standing committees shall be established by the Board of Directors. Such committees may be changed from time to time by a majority vote of the Board of Directors without amending the bylaws.

- Budget and Finance Committee
- Nominating Committee
- Education Committee
- Community & Government Affairs Committee
- Economic Development Committee
- Bylaw Committee
- Communication Committee
- Events Committee
- Ambassadors

Section 3: CONTRIBUTING GROUPS

A contributing group is defined as a group that contributes to the chamber in some manner but is not necessary for the corporation to function in a professional, business like fashion. The purpose and scope of each group shall be included in the Policies and Procedures Manual and may be updated as needed.

SECTION 4: LIMITATION OF AUTHORITY

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 has been approved or ratified by the Board of Directors.

SECTION 5: DIVISIONS

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber.

The board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber.

ARTICLE 8 FINANCES

SECTION 1: FUNDS

All money paid to the Chamber shall be placed in the general operating fund, unless placed in a special account for a specific reason approved by the Board of Directors.

SECTION 2: DISBURSEMENTS

All checks shall require two signatures. Debit, credit card and electronic check transactions must be approved by one signatory and the Treasurer. The board shall designate the President, Treasurer, one member of the Executive Committee, and the Executive Director (or the Director of Operations) as authorized signers. Upon approval of the budget the President, Executive Director, Director of Operations, or Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Any extraordinary expenses not covered in budget which exceed \$300.00 in total shall require Executive Board or Board of Director approval.

Any expenses in excess of \$300.00 in total must be approved by the President (or designee) and the Treasurer. The Executive Director or Director of Operations shall keep receipts for his or her expenditures.

The Executive Director or Director of Operations may keep \$100.00 or less in petty cash for emergency expenses; however, disbursement requires receipt and will be audited quarterly by the Treasurer.

SECTION 3: FISCAL YEAR

The fiscal year of the Chamber will begin on October 1st of each year and end on September 30th of the following year.

SECTION 4: BUDGET

The fiscal year begins on October 1st of each year. The budget shall be prepared by the Treasurer, President-Elect and the Executive Director (or Director of Operations) by July 15th of each year. The budget will be presented to the Board of Directors for discussion at the August meeting. Copies of the proposed budget shall be provided to the board at least one (1) week prior to the August meeting. The board shall adjust as necessary and approve a budget at the September meeting.

SECTION 5: ANNUAL REVIEW OF FINANCES

The Board of Directors shall conduct an independent annual review of finances by a committee consisting of three (3) board members not associated with the finance committee. If at all possible one of these board members should be familiar with general financial and accounting principles. A formal audit by a certified public accountant may be called for by a majority vote of the board.

SECTION 6: BONDING

The President, Treasurer, the signatory member of the Executive Committee, and the Executive Director (or Director of Operations) shall be bonded by a sufficient fidelity bond in an amount set by the Board of Directors and paid for by the Chamber.

SECTION 7: TAXES

All tax returns must be filed by a Certified Public Accountant.

ARTICLE 9 DISSOLUTION

SECTION 1: PROCEDURE

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws and in policy manual, and no parts of said funds shall inure, or be distributed to members of the Chamber.

Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational or philanthropic organizations to be selected by the Board of Directors, as defined in Internal Revenue Service, Section 501(c)(3).

**ARTICLE 10
PARLIAMENTARY AUTHORITY**

SECTION 1: PARLIAMENTARY AUTHORITY

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

**ARTICLE 11
AMENDMENTS**

SECTION 1 : REVISIONS

Any revisions to the bylaws shall first be submitted by the bylaw committee to the full board for approval via majority vote. Upon approval of the proposed revisions by the full board, the revisions of the bylaws shall be submitted to the membership and shall be adopted by a majority vote of the members at any regular or special meeting at which a quorum is present, providing the notice for the meeting includes the proposals for amendments. Any member may propose amendments or alterations to the by-laws by submitting their proposed amendments or alterations in writing to any bylaw committee member.

**ARTICLE 12
INDEMNIFICATION**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Chamber, except in relation to matters as to which such individuals 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.

ADOPTION

The undersigned members of the Executive Board of the Greater Wesley Chapel Chamber of Commerce do hereby certify that the foregoing bylaws were adopted as a complete revision of the bylaws on the date listed below, and become effective as of said date.

DATED THIS _____ DAY OF _____, _____

SIGNATURES

PRESIDENT

TREASURER

VICE PRESIDENT

SECRETARY