

# THE GREATER PALM HARBOR AREA CHAMBER OF COMMERCE

## BY-LAWS

### ARTICLE I

#### NAME AND LOCATION

**Section I.** This organization shall be known as the Greater Palm Harbor Area Chamber of Commerce, incorporated under the laws of the State of Florida.

**Section II.** The Greater Palm Harbor Area is that region serving the unincorporated portion of northern Pinellas County from Curlew Creek Road to Klosterman Road and from the Gulf of Mexico to The Pinellas/Hillsborough County Line.

### ARTICLE II

#### OBJECTIVES

**Section I.** The Greater Palm Harbor Area Chamber of Commerce is organized to:

- a) create a better understanding and appreciation of the importance of the business person, and concern for their problem.
- b) provide one concentrated, effective voice that can speak for the residents and business person in the Palm Harbor area.
- c) promote interests and programs aimed at controlled development of the area.
- d) establish liaison with local, state and federal government to enhance the life style of residents and commercial endeavors.
- e) strive for civic improvement to meet growing needs of increased population, and promote civic development and civic pride.
- f) seek the highest possible educational standards and levels of responsible citizenship.

g) promote civic, social, cultural affairs that would increase the quality of life and aesthetic values of the area.

h) discover and correct abuses which are contrary to community welfare and prevent or adjust controversies that are detrimental to it.

i) work for a more intelligent public opinion on all matters regarding/affecting the area.

j) preserve and protect the competitive enterprise system as the basis of our way of life.

### **ARTICLE III**

#### **MEMBERSHIP**

**Section 1. QUALIFICATIONS.** Any individual, business professional or organization having interest consistent with the above objectives shall be eligible for membership.

**Section 2. CITIZEN STATUS.** Citizen membership is limited to persons not engaged in business or a professional endeavor. Citizen members will have all privileges of members except voting.

**Section 3. MEMBERSHIP DUES.** Membership dues or annual investment shall be set by the Board of Directors for full membership and Citizen Membership payable annually, in advance. The dues of members joining during the year shall be based upon the dues schedule effective on the date they join. New member's dues would be renewable on the anniversary date of joining the Chamber.

**Section 4. ADDED MEMBERSHIPS.** Any person, business, association or corporation eligible for full membership, may acquire more than one full membership by paying annual dues for each such membership. They may designate an individual to represent such membership, subject to the approval of the Board of Directors.

**Section 5. BUSINESS REPRESENTATION.** Any person, firm, association or corporation holding more than one full membership shall have the right at

any time to change any or all of its representatives upon written notice to the Greater Palm Harbor Area Chamber of Commerce.

- Section 6. VOTING LIMITATIONS.** Any person, business, association or corporation holding more than one full membership shall be entitled to cast only one vote except that individuals who have been designated to represent additional memberships shall vote as full members.
- Section 7. DELINQUENT DUES.** Any member who shall fail to pay membership dues within three (3) months of due date shall be automatically suspended. Notice in writing of such suspension shall be given to such members by the President/CEO.
- Section 8. EXPULSION.** A member may be expelled from membership or a committee for unethical practices or behavior unbecoming to the Palm Harbor Chamber by a two-thirds vote of the Board of Directors at a regular meeting.
- Section 9. RESIGNATIONS.** The resignation of any member shall terminate his membership. The termination shall constitute a forfeiture of all interests in and to the property of the Chamber and the member thereafter shall have no right thereto or any part thereof. The substitution of a new assignee for the holder of a plural membership shall in no case terminate the particular membership.
- Section 10. LIFETIME MEMBERSHIP.** The Board of Directors may confer a Lifetime Membership to any member who has exemplified distinction in the community and the Palm Harbor Chamber. Lifetime Members shall have the privileges of membership, except the right to vote, and shall be exempt from payment of dues.

## **ARTICLE IV**

### **DIRECTORS**

- Section 1. GOVERNING AUTHORITY.** The government of the Chamber shall be vested in the Board of Directors consisting of not less than fifteen (15) elected full members, one-third of whom shall be elected annually for a term of three years. After serving the 1 year term as Past Chairman of the Board, such Past Chairman of the Board may automatically remain on the Board of Directors in a non-voting capacity provided such past Chairman of the Board has a full chamber membership (Citizen Membership excluded). Such Past Chairmen are not elected and will not be considered for quorum.

- Section 2. ELECTION METHOD.** A Nominating Committee of not less than five full members shall be appointed by the Chairman of the Board at least forty-five (45) days prior to the election to nominate from the full members of the Chamber as many as there are vacancies on the Board to be filled. The committee shall file a list of the recommended nominees with the President/CEO not later than thirty-five (35) days before the election. All full members of the Chamber shall be notified of the list of nominees at least thirty (30) days prior to the election. The committee shall nominate candidates in accordance with the provisions of Article V.
- Section 3. MEMBERSHIP NOMINATIONS.** Any full member of the PH Chamber in good standing may submit their name for addition to the slate of candidates by submitting a signed petition with the names and signatures of no less than 20 full members of the chamber, also in good standing. The petition must be submitted to the President/CEO in writing at least twenty (20) days prior to the election. These names shall be added to the official ballot. Membership nominees shall be limited to the number of vacancies to be filled.
- Section 4. DETERMINATION.** 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 of Directors at their regular September meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for vacant number of positions to be filled. Identification shall be made on the ballot to identify those candidates nominated by the Nominating Committee. The President/CEO shall mail this ballot to all active members at least fifteen (15) days before the regular September meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Palm Harbor Chamber office with a ballot deadline date which shall be the tenth (10<sup>th</sup>) day of distribution of the ballot. The Board of Directors shall at their regular September meeting declare the vacant number of positions candidates with the greatest number of votes elected.

**Election Calendar Timeline:**

- **Formation of Nominating Committee:** At least 45 days prior to the election at the September board meeting;
- **Slate of Nominees from Nominating Committee:** Shall be filed with the CEO not later than 35 days prior to the election at the September board meeting;
- **Notify All Members of Nominee List:** At least 30 days prior to the election;

- **Petitioning Nominees:** Any board nominee by Petition must notify the CEO in writing at least 20 days prior to the election;
- **Final List of Nominees:** Shall be provided to all active members at least 15 days before the September meeting, with ballot deadline date;
- **Membership Voting:** Ballots shall be returned to the Chamber office within 10 days and by the ballot deadline date.

**Section 5. ELECTION JUDGES.** The Chairman of the Board shall appoint and submit to the Board of Directors for approval a committee of three (3) judges who are not members of the Board of Directors or candidates for election to supervise the election and count the ballots and certify the results to the Board of Directors.

**Section 6: ELECTION DATE.** Shall be declared duly elected at the last Board of Directors Meeting in September.

**Section 7. TIE VOTE.** In the event of a tie vote, the selection shall be made by lot, under the direction of the judges in charge of the election.

**Section 8. QUORUM.** A quorum at any meeting shall consist of a majority of the elected Directors and a majority of such quorum shall decide any questions that come before the meeting.

**Section 9. DIRECTOR VACANCIES.** The Board of Directors shall have the power to fill all vacancies on the Board for the unexpired term of Directors failing to serve the term for which they were elected.

**Section 10. DIRECTOR QUALIFICATIONS.** Each Director's membership must be current in payment. In the event any Director's membership ceases to be current, he/she thereupon automatically cease to be a Director. A Director of the PHCC may not be serving on another Chamber of Commerce Board.

**Section 11. TERM OF OFFICE.** The term of office for a member of the Board of Directors shall be 3 years. After the 3 years, the Director will stay off the Board for one year unless he/she is in line for Executive Committee positions or are filling in for a Director's term. When a vacancy exists because of resignation, a member is then selected by the Board of Directors to fill the unexpired term.

- Section 12. DIRECTOR MEETINGS.** The newly elected Board of Directors shall take office at the first regular meeting in October of each year, and shall meet at regular periods not less than 10 times per year. A special meeting of the Board of Directors may be called at any time by the Chairman of the Board or by three (3) Directors provided that when called otherwise than by the Chairman of the Board, a call shall be issued to each Director stating the purpose of the meeting, not less than three hours preceding the meeting.
- Section 13. DIRECTORS ABSENCE.** Absence of a Director with or without an excuse from four meetings in the 12 months calendar year of the Board of Directors regularly scheduled Board meetings shall be deemed as a resignation.
- Section 14. PAST CHAIRMAN OF THE BOARD.** The immediate Past Chairman of the Board, without further election, shall automatically become a member of the Board of Directors for the year ensuing his tenure of office as president, with the right to vote, and thereafter, shall be eligible for election to the Board of Directors the same as any other eligible.

## **ARTICLE V**

### **NOMINATING COMMITTEE**

- Section 1. COMMITTEE DUTIES.** The Nominating Committee upon their appointment each year shall be furnished with the names of the continuing members of the Board of Directors and the nature of classification of business trade or profession that hold-over members represent. The official ballot to be voted upon shall set forth the names and classification of the hold-over directors as well as the nature of classification of the business, trade or profession of the nominees.
- Section 2. COMMITTEE MATERIALS.** The Chairman of the Board shall have the duty of furnishing to each member of the Nominating Committee a copy of this Article and Sections 2 and 3 of Article IV at the time of notifying each member of the Nominating Committee of their appointment.
- Section 3. OFFICIAL BALLOT.** It shall be the duty of the Nominating Committee prior to submitting the official ballot of nominees to the President/CEO of the Chamber to have obtained the approval and willingness of each nominee to serve on the Board of Directors if elected.

## ARTICLE VI

### MEETINGS

- Section 1. TIME.** The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable.
- Section 2. MEETING PETITIONS.** The Board of Directors shall call a membership meeting upon petition signed by not less than five percent of the members as provided in Article 5, Section 2 of the Constitution.
- Section 3. ANNUAL MEETINGS.** The annual meeting of the Chamber shall be held with the place, date and hour to be designated by the Board of Directors.
- Section 4. QUORUM.** At all membership meetings, ten percent of the members in good standing shall constitute a quorum.
- Section 5. NOTICES.** Notice of both regular and special meetings be given to each full member in person or by any form of communication at least five days in advance of day of meeting, except in case of amendment to By-Laws referendum pursuant to Article XI shall be mailed ten (10) days prior to referendum vote.

## ARTICLE VII

### OFFICERS

- Section 1. OFFICER ELECTIONS.** At the first meeting in October after the annual election of Board of Directors, the Directors shall elect officers for the ensuing year: a Chairman of the Board, a Chairman-elect, a Secretary, and a Treasurer. All of said officers must be members of the Board of Directors. The Board of Directors may employ any necessary personnel to properly execute the duties of administration, whose compensation shall be determined by the Board of Directors.

- Section 2. OFFICER PERFORMANCE.** Any officer who is not satisfactorily performing the duties of the office to which elected, or for other just cause, may be replaced by a 2/3 majority vote of the Board of Directors.
- Section 3. THE CHAIRMAN-ELECT.** If no due cause exists to act otherwise, the Chairman-elect shall automatically succeed to the chairmanship upon expiration of the term of Chairman of the Board.
- Section 4. CHAIRMAN OF THE BOARD'S DUTIES.** The Chairman of the Board shall preside at all meetings of the Chamber and Board of Directors, and perform all duties incident to this office. The Chairman of the Board shall, subject to approval of the Board of Directors, appoint all committees and he shall be ex-officio member of all committees. The Chairman shall, at the annual meeting of the Chamber and at such other times as he Chairman shall deem proper, commend to the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.
- Section 5. CHAIRMAN-ELECT DUTIES.** The Chairman-elect shall act in the absence of the Chairman of the Board. In the absence or disability of the Chairman and Chairman-elect a member of the Board of Directors shall be chosen to act temporarily. If the Chairman-elect is not available, the past Chairman of the Board shall act in the absence of the Chairman.
- Section 6. TREASURER'S DUTIES.** The Treasurer shall supervise the finance records of the Chamber, and approve all disbursements, other than petty cash. The treasurer shall be chairman of the Finance Committee, reviewing all financial reports and approving same before submittal to the Board of Directors, and shall set up the annual budget and approve all financial projects with the assistance of the Finance Committee. The Treasurer shall arrange for periodic audits or reviews and said audit or review to be approved by the Board of Directors.
- Section 7. SECRETARY'S DUTIES.** The Secretary shall periodically check policy and procedures and make recommendations for improvement of same. The Secretary shall attest or sign all official and legal documents for the corporate Chamber. The Secretary shall take Board attendance and Minutes of the monthly Board Meeting.
- Section 8. ADMINISTRATOR'S DUTIES:** The chief administrative officer shall be employed by the Board of Directors with the title of President/CEO, and



may be retained or released at their discretion. It shall be his duty to conduct the official correspondence, preserve all books, documents and communications, keep books of accounts, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors, and all committees. The President/CEO shall submit a financial statement and written report of the years work at the close of each year, as well as a monthly financial statement at each monthly Board of Directors meeting. The President/CEO shall have general supervision over all employees of the Chamber and the discretionary power to hire or discharge members of the staff. The President/CEO shall perform such duties as may be incident to his office, subject to the direction of the Board of Directors. At the expiration of President/CEO term of office, President/CEO shall deliver to the Board of Directors all books, papers and property of the Chamber. The position of the President/CEO and his assistants shall be bonded in the amount approved by the Board and the fees paid by the Chamber. The President/CEO may assist the Treasurer in the latter's duties. The President/CEO shall act as advisor to the Chairman of the Board and the work committees on program planning. The President/CEO shall be a non-voting member of all committees and shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

#### **TITLES :**

The title of President will become Chairman of the Board; Vice-President will be Chairman-elect. Wherever the previous titles of President, Vice-president, and Executive Director are in the by-laws, they will be changed to the new titles: Executive Director to President/CEO, President to Chairman of the Board, Vice-president to Chairman-elect.

### **ARTICLE VIII**

#### **COMMITTEES**

**Section 1. COMMITTEE AUTHORITY.** The Board of Directors shall authorize and define the powers and duties of all committees.

**Section 2. COMMITTEE APPOINTMENT.** The Chairman of the Board shall appoint all committees subject to confirmation by the Board of Directors.

**Section 3. FINANCE COMMITTEE.** The Finance Committee shall audit and approve all bills monthly and shall cause to be audited or reviewed periodically by an outside auditor if deemed advisable, the books and accounts of the Chamber at the close of business for the fiscal year, and report its findings to the Board of Directors and to the membership. All recommendations for expenditures outside the budget shall be submitted to the Finance Committee, whose recommendations shall be submitted to the Board.

**Section 4. EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the Chairman of the Board, Chairman-elect, Treasurer, Secretary, President/CEO and the immediate Past Chairman of the Board and one current Board of Director who shall sit ex-officio as a representative of the entire Board of Directors. All of said officers and the President/CEO are automatic members of the Board of Directors. The Executive Committee shall meet at the call of the Chairman of the Board or upon the call of any two of its members. A majority of the members listed above will constitute a quorum. During intervals between meetings of the Board of Directors, this committee shall possess and may exercise all the powers of the Board. It shall be accountable to the Board for its actions. The Executive Committee may also serve as the Finance Committee.

## **ARTICLE IX**

### **DISBURSEMENTS**

**Section 1. AUTHORITY.** No disbursements of the funds of the Chamber shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors. All disbursements shall be made by check. Checks shall be signed as designated by the Board of Directors, and those authorized to sign checks shall be bonded as further designed in Policy and Procedures.

**Section 2. BUDGET DISBURSEMENT.** Upon the approval of the budget, the Chief Administrative Officer shall be authorized to make disbursements on account of expenses provided for in the budget without an additional approval by the Board of Directors.

## **ARTICLE X**

### **BUDGET**

**Section 1. FISCAL YEAR.** The fiscal year shall consist of a twelve month period beginning October 1<sup>st</sup> and ending September 30<sup>th</sup> of each year.

**Section 2. BUDGET SEQUENCE.** Prior to the first meeting of the Board of Directors each year, the Finance Committee shall compile a budget of estimated expenses, including a stated amount for each committee (if applicable) and submit it to the Board of Directors. As passed by the Board, with or without modification, this budget shall be the appropriation measure of the Chamber. No committee, or the Chamber itself, may exceed its appropriation without the consent of the Board of Directors.

## **ARTICLE XI**

### **AMEMDMENTS**

**Section 1. PROCEDURE.** These By-Laws may be amended by a majority vote of the full members of the Greater Palm Harbor Area Chamber of Commerce at any regular membership meeting, or at a special meeting called for that purpose, provided such amendments shall be plainly stated in the call of the meeting at which they are to be considered. Or, the By-Laws may be amended in any election held for the purpose of electing directors in accordance with Article IV, or by referendum by any form of written communication to each of the full members stating the original form of the said article and the proposed amendment and thereupon members shall vote, either in person or by any form of written communication and a majority of the membership voting shall be required for a valid election.

## **ARTICLE XII**

### **PARLIAMENTARY PROCEDURES**

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

## **ARTICLE XIII**

### **ENACTMENT**

These By-Laws become effective immediately following their adoption by a majority vote of the Board of Directors called for that purpose.