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## **Bylaws**

Englewood Florida Chamber of Commerce, Inc.

### **ARTICLE I GENERAL**

#### **SECTION 1: NAME:**

This organization is incorporated as a non-profit corporation under the laws of the State of Florida, and shall be known as the Englewood Florida Chamber of Commerce, Inc.

#### **SECTION 2: PURPOSE:**

The Englewood Florida Chamber of Commerce, Inc. is organized to encourage the development of responsible business and economic growth while enhancing the community. The Chamber shall be non-profit, non-partisan and non-sectarian. The Chamber shall observe all local, state and federal laws, which apply to non-profit organizations as defined in Section 501 (c) (6) of the Internal Revenue Code.

#### **SECTION 3: SERVICE AREA:**

The service area of the Chamber shall include an area or economic region as may be set by the Board from time to time.

#### **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 is approved or ratified by the Board of Directors.

35 **ARTICLE II**  
36 **MEMBERSHIP**

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38 **SECTION 1: ELIGIBILITY:**

39 Any person, association, corporation or partnership shall be eligible to apply  
40 for membership.  
41

42 **SECTION 2: CLASSES & LIMITATIONS:**

43 There shall be four classes of membership:

- 44 (a) Business Members, by their application for Membership, attest that their  
45 businesses meet the following qualifications:  
46 1. Engaged in a trade, business or profession  
47 2. Has all required licenses and permits to lawfully engage in the  
48 applicant's trade, business, or profession.  
49 3. Has no unsatisfied judgments arising from or related to the applicant's  
50 trade, business or profession.  
51 4. Has no felony convictions for fraud or theft within the past five years.  
52 5. Has no civil judgments or final administrative orders finding that the  
53 applicant engaged in fraud, civil theft or an unfair trade of business  
54 practice within the past three years.  
55 (b) Organization Memberships shall be recognized non-profit organizations.  
56 (c) Associate Memberships shall be recognized individuals not engaged in  
57 business, but wishing to support the Chamber.  
58 (d) Honorary Memberships: Distinction in public affairs shall confer eligibility to  
59 honorary membership. Honorary members shall be exempt from payment  
60 of dues. The Board of Directors may confer or revoke honorary  
61 Membership by a majority vote.  
62

63 **SECTION 3: APPLICATION:**

64 All applications for membership shall be in writing, on forms provided for that  
65 purpose, signed by the applicant.  
66

67 **SECTION 4: DUES:**

- 68 (a) Membership dues shall be at such rate or rates, schedule or formula, as  
69 may be from time to time prescribed by the Board, payable in advance, and  
70 schedules issued to members thirty (30) days prior to due date.  
71 (b) Annual membership dues shall be due on each Member's anniversary date.

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**SECTION 5: TERMINATION:**

- (a) Any member will automatically be dropped from membership for non-payment of dues effective ninety (90) days from the date payment is due.
- (b) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting, after notice and an Opportunity for hearing are afforded the member.

**SECTION 6: VOTING:**

- (a) In any proceeding in which voting by members is called for, each member business shall be entitled to one (1) vote.
- (b) Associate and Honorary memberships included in Classifications IX shall not be entitled to vote, hold office, or serve on the Board of Directors, unless specifically appointed for one year.

**ARTICLE III  
GENERAL MEMBERSHIP MEETINGS**

**SECTION 1: ANNUAL MEETING OF GENERAL MEMBERSHIP:**

The Chamber shall have an annual meeting of the general membership on a day determined by the Board.

**ARTICLE IV  
BOARD OF DIRECTORS**

**SECTION 1: AUTHORITY AND POLICY:**

The governing 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.

**SECTION 2: COMPOSITION, TERM AND SIZE:**

- The Board shall be composed of the following:
- (a) There shall be twelve (12) three-year term voting Directors. Terms shall commence with the fiscal year of the Chamber.

- 106 (b) (1) There may be a maximum of two (2) additional voting Directors  
107 appointed by the President of the Board, subject to the approval of the  
108 Board, to serve only during the current Chamber year.  
109 (2) There may be a maximum of two (2) honorary non-voting Directors  
110 appointed by the President of the Board, subject to the approval of the  
111 Board, to serve only during the current Chamber year.  
112 (c) The Immediate Past President shall automatically be a voting Director for  
113 the ensuing year.  
114 (d) The Executive Director shall be a non-voting member of the Board.  
115

116 **SECTION 3: MAXIMUM TERM OF OFFICE:**

117 No person shall be elected a Director for more than (2) three years consecutive  
118 terms, plus any partial preceding 3 year term, and an additional 31 days in  
119 January until new Board Members become voting members. Any such term  
120 shall be extended to the extent necessary to perform the duties of a previously  
121 elected officer. Following any such term of consecutive service, one year must  
122 elapse before the member will again be eligible for serving as a Board Member.  
123

124 **SECTION 4: MEETINGS:**

125 The Board shall meet regularly, at a time and place to be designated by the  
126 President of the Board and approved by the Board. Special meetings of the  
127 Board may be called by the President or by three (3) members of the Board,  
128 specifying the purpose therefore. Notice of a special meeting shall be mailed or  
129 sent electronically to each Board member at least five (5) days prior to the  
130 meeting specifying the time, place and purpose of the meeting, unless such  
131 notice is waived by a quorum of Directors.  
132

133 **SECTION 5: QUORUM:**

134 A majority of all Directors one of whom must be an officer shall constitute a  
135 quorum.  
136

137 **SECTION 6: SELECTION OF NOMINATING COMMITTEE AND ELECTION OF**  
138 **DIRECTORS:**

139 (a) Nominating Committee. At the regularly scheduled January Board  
140 meeting, the President shall appoint a Nominating Committee, subject to  
141 approval of the Board. The committee shall be comprised of the President,  
142 Immediate Past President, and two (2) representatives of business

143 members in good standing who are not Directors. The President shall  
144 designate the Immediate Past President as the Nominating Committee  
145 Chairman. Within one hundred and twenty (120) days of appointment,  
146 the Nominating Committee shall present to the Executive Director, a slate  
147 candidates to serve one (1) three (3) year terms to replace the Directors  
148 whose regular terms are expiring. Each candidate must be a  
149 representative of a business member in good standing and must have  
150 agreed to accept the responsibilities of a Directorship. No more than one  
151 (1) Director shall be from the same business member. No former  
152 employees of the chamber are eligible to serve on the Board of Directors  
153 for (2) years after employment has ended.

- 154 (b) Publication of Nominations. Upon receipt of the report of the Nominating  
155 Committee, the Executive Director shall immediately notify the  
156 membership by mail or electronic means of the names of the persons  
157 nominated as candidates for Directors and the right of Nomination by  
158 Petition.
- 159 (c) Nomination by Petition. Additional names of candidates for Directors may  
160 be nominated by petition bearing the signatures of the Main Contact  
161 representative of at least ten (10) business members of the Chamber.  
162 Such petition shall be filed with the Chairman of the Nominating  
163 Committee upon written notification to the membership that the  
164 nominating committee has been chosen. The determination of the  
165 Nominating Committee as to the legality of the petition(s) shall be final.
- 166 (d) Determination and Election. If there are no more nominees than  
167 vacancies at the end of the designated period, the nominations shall be  
168 closed and the nominated slate shall be declared elected by the Board at  
169 their next regularly scheduled Board Retreat. If there are more nominated  
170 candidates than vacancies, the names of candidates shall be arranged on a  
171 ballot, in alphabetical order. The Executive Director shall immediately  
172 notify the membership by mail with instructions. Identification shall be  
173 made on the ballot to identify those candidates nominated by the  
174 Nominating Committee. The deadline to receive the ballots shall be  
175 fifteen (15) days before the next regularly scheduled Board Retreat. The  
176 Board shall, at their next regularly scheduled Board Retreat, declare the  
177 candidates with the greatest number of votes elected.

178 (e) Votes shall be made via online ballots, which are independently tallied by  
179 third party services. A written summary of results can be provided upon  
180 request of any Member.  
181

182 **SECTION 7: SEATING OF NEW DIRECTORS/RETIRING DIRECTORS:**

183 All newly elected Directors shall be seated at the regular Board meeting  
184 following their election, but shall be non-voting members until the expiration of  
185 the term of the retiring Directors. Retiring Directors shall continue to serve as  
186 voting members until their term expires.  
187

188 **SECTION 8: VACANCIES:**

- 189 (a) Upon a member of the Board's absence from three (3) consecutive, four  
190 (4) total, regularly scheduled Board meetings within a fiscal year, the  
191 Board shall vote by ballot on an automatic motion to remove such  
192 member from the Board. Removal shall require a majority vote and be  
193 without prejudice to business membership in the Chamber of Commerce.  
194 (b) Vacancies on the Board to fill an unexpired term shall be by appointment  
195 by the President, subject to the majority vote of approval by the Board at  
196 a regularly scheduled meeting.  
197 (c) Any member of the Board may be removed from the Board by a two-  
198 thirds (2/3) majority vote of all Directors. Prior to any such action, the  
199 Board member who is subject to removal shall be given written notice of  
200 the basis of his/her removal and be given an opportunity to address the  
201 Board.  
202

203 **SECTION 9: MANAGEMENT:**

204 The Board shall employ an executive Director and shall fix his or her salary and  
205 other considerations of employment.  
206

207 **ARTICLE V**  
208 **OFFICERS**

209  
210 **SECTION 1: DETERMINATION OF OFFICERS:**

- 211 (a) On January 1<sup>st</sup>, the President shall assume his/her position and duties as  
212 Past-President, and the President-Elect shall assume his/her position and  
213 duties as President.

- 214 (b) All other members of the Executive committee shall remain in their  
215 respective offices until the first January Board Meeting.
- 216 (c) At the November Board Retreat, the President will present a slate of  
217 Officers, including the President Elect, treasurer, and one or more Vice  
218 Presidents for Board approval.
- 219 (d) Officers shall serve for a term of one (1) year, or until their successors  
220 assume the duties of office.
- 221 (e) Any vacancies occurring in any of the offices shall be nominated by the  
222 President, or his/her successor, and approved by the Board. A member so  
223 selected shall hold office of the unexpired term of the officer whose place  
224 is being filled.
- 225

226 **SECTION 2: DUTIES OF OFFICERS:**

- 227 (a) *President of the Board.* The President of the Board shall serve as the chief  
228 elected officer of the Chamber of Commerce and shall preside at all  
229 meetings of the membership, Board of Directors and Executive  
230 Committee. The President shall, with the advice and counsel of the  
231 President-Elect and Executive Director, assign Vice Presidents to  
232 responsibility, subject to Board approval. The President shall, with the  
233 advice and counsel of the President-Elect and Executive Director  
234 determine all committees, select all chairmen and may assist in selection  
235 of committee members, subject to the approval of the Board. The  
236 President may form ad hoc committees and select a chairman, as he or  
237 she deems necessary to carry out the programs of the Chamber, subject to  
238 the approval of the Board. Such committees formed and approved shall  
239 not exceed the term of the appointing President.
- 240 (b) *President-Elect.* The President-Elect shall exercise the powers and  
241 authority and perform the duties of the president in the absence or  
242 disability of the President. The President-Elect shall, with the President,  
243 be responsible for planning the Chamber activities for the next year,  
244 subject to the approval of the Board. The President-Elect, or designated  
245 appointee, shall serve as Secretary recording all minutes for filing and  
246 recording all motions that pass or fail. The President-Elect shall succeed to  
247 the office of the President of the Board the following year.
- 248 (c) *Vice Presidents.* The duties of the Vice Presidents shall be such as their  
249 titles by general usage would indicate, as well as those that may be  
250 assigned by the President and the Board of Directors, including but not

251 limited to, orientation of new Directors and familiarization of committees  
252 at work.

- 253 (d) *Treasurer*. The Treasurer shall be responsible for the safeguarding of all  
254 funds received by the Chamber and for their proper disbursement. The  
255 Treasurer shall cause a monthly financial report to be made to the Board.  
256 (e) *Immediate Past President*. The Immediate Past President shall be a voting  
257 member of the Board and Executive Committee and shall act in an  
258 advisory capacity while transitioning responsibility to the President of the  
259 Board.

260  
261 **SECTION 3: EXECUTIVE COMMITTEE:**

262 There shall be an Executive Committee composed of all Officers and the  
263 Immediate Past President. The Executive Committee shall act for and on behalf  
264 of the Board when the Board is not in session, but shall be accountable to the  
265 Board for its actions. The Executive Committee shall act as the Finance  
266 Committee and shall submit a Budget of estimated income and expenses for the  
267 coming year to the Board for approval. A majority of the Officers shall  
268 constitute a quorum. The President of the Board will serve as President of the  
269 Executive Committee.

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271 **ARTICLE VI**  
272 **COMMITTEES & DIVISIONS**

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274 **SECTION 1: AUTHORITY:**

275 It shall be the function of committees to make investigations, conduct studies  
276 and hearings, make recommendations to the Board of Directors and to carry on  
277 such activities as may be delegated to them by the Board. A majority vote of the  
278 committee members present at a meeting shall represent the decision of the  
279 committee.

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281 **SECTION 2: LIMITATION OF AUTHORITY:**

282 No action by any member, committee, division, employee, director, or officer  
283 shall be binding upon, or constitute an expression of, the policy of the Chamber,  
284 until it shall have been approved or ratified by the Board of Directors.  
285 Committees shall be discharged by the President of the Board when their work  
286 has been completed and their reports accepted, or when, in the opinion of the



287 Board of Directors, it is deemed wise to discontinue the committees. In some  
288 instances, an online/email vote will suffice for required board approval

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290 **SECTION 3: TESTIMONY:**

291 Upon committee action being approved by the Board of Directors, the  
292 committee chairman or his/her designee shall be authorized to make the  
293 appropriate presentation before any civic and governmental agency.

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295 **SECTION 4: DIVISIONS:**

296 The Board of Directors may create such foundations, divisions, bureaus,  
297 departments, councils, or subsidiary corporations, as it deems advisable to  
298 handle the work of the Chamber. The Board shall authorize and define the  
299 powers and duties of all foundations, divisions, bureaus, departments, councils,  
300 or subsidiary corporations. The Board shall annually review and approve all  
301 activities and proposed programs of such foundations, divisions, bureaus,  
302 departments, councils, or subsidiary corporations, including collection and  
303 disbursement of funds. No action or resolution of any kind shall be taken by  
304 foundations, divisions, bureaus, departments, councils, or subsidiary  
305 corporations unless approved by the Board of Directors.

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**ARTICLE VII  
EXECUTIVE DIRECTOR**

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310 The Executive Director is the chief executive officer and chief administrative  
311 officer of the Chamber and shall be a non-voting member of the Board,  
312 Executive Committee, and all committees. The Executive Director shall prepare  
313 notices, agendas, and minutes of the Board. The Executive Director shall be  
314 responsible to the Board for the full range of activities, including the  
315 coordination of the goals and objectives; organizational structure and  
316 procedure; motivation of volunteers; income and expenditures; maintenance of  
317 membership; employment, training and supervision of staff; interpretation of  
318 policy; maintenance of facilities; long-range planning; and such other functions  
319 as may be necessary to carry out the efficient operation and management of  
320 the Chamber. The Executive Director shall have the authority to hire, direct,  
321 supervise and discharge all employees, following Chamber Policies and  
322 Procedures. Where not specifically noted in this document, refer to Chamber

323 Policies and Procedures. Modifications to the Policies and Procedures must  
324 have majority Board Approval.

325  
326 **ARTICLE VIII**  
327 **FINANCES**

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329 **SECTION 1: FUNDS:**

330 All moneys paid to the Chamber shall be placed on deposit in financial  
331 institutions approved by the Board.

332  
333 **SECTION 2: DISBURSEMENTS:**

334 Upon approval of the current Budget, the Executive Director is authorized to  
335 make disbursements on accounts and expenses provided for that purpose. All  
336 disbursements shall be made by check or by credit card, with an accompanying  
337 memorandum stating the date, amount, and purpose for such disbursement.  
338 All disbursements for more than one thousand (\$1,000.00) shall require the  
339 signature of the Executive Director and one Officer. The President of the Board,  
340 Treasurer, Immediate Past President and Executive Director are authorized to  
341 sign checks.

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343 **SECTION 3: FISCAL YEAR:**

344 The fiscal year of the Chamber shall begin on January 1 and shall close on  
345 December 31.

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347 **SECTION 4: BUDGET:**

348 The approved current budget shall be in writing and maintained with the  
349 monthly financial records of the Chamber.

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351 **SECTION 5: AUDITS/DIRECTORS EXAMINATIONS:**

352 The accounts of the Chamber shall be reviewed or audited annually, in a  
353 manner and at the discretion of the Board, rather by an outside audit or  
354 Directors' examination. The review or audit shall always be available to  
355 members of the Chamber and be maintained within the offices of the Chamber.

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357 **SECTION 6: BONDING:**

358 Bonding is mandatory for Chamber Officers and staff members authorized to  
359 sign Chamber checks or handle Chamber moneys. The amount of said bonds

360 shall be determined by the Board, reviewed at the beginning of each fiscal year,  
361 and paid for by the Chamber.

362  
363 **SECTION 7: INDEMNIFICATION:**

364 The Chamber may, by resolution of the Board of Directors, provide for  
365 indemnification by the Chamber of any and all current or former Officers,  
366 Directors and employees against expenses actually and necessarily incurred by  
367 them in connection with the defense of any action, suit or proceedings in which  
368 they or any of them are made parties, or a party, by reason of having been  
369 Officers, Directors or employees of the Chamber, except in relation to matters  
370 as to which such individuals shall be adjudged in such action, suit or proceeding  
371 to be liable for negligence or misconduct in the performance of duty and to  
372 such matters as shall be settled by agreement predicated on the existence of  
373 such liability for negligence or misconduct.

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375 **ARTICLE IX**  
376 **AFFILIATES**

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378 The Chamber may become affiliated with organizations upon motion  
379 recommending affiliation by majority vote of approval by the Directors present  
380 at any regularly scheduled meeting of the Board.

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382 **ARTICLE X**  
383 **DISSOLUTION**

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385 The Chamber shall use its funds only to accomplish the objectives and purposes  
386 specified in these Bylaws, and no part of said funds shall benefit, or be  
387 distributed, to the members of the Chamber. On dissolution of the Chamber,  
388 any funds remaining shall be distributed to one or more regularly organized and  
389 qualified charitable, education, scientific or philanthropic organizations to be  
390 selected by the Board of Directors (as defined in IRS Section 501 (c) (3) or 501  
391 (c) (6)).

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393 **ARTICLE XI**  
394 **PARLIAMENTARY AUTHORITY**  
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The current edition of *Roberts's rules of Order, Newly Revised* shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles of Incorporation or Bylaws of the Chamber.

## **ARTICLE XII AMENDMENTS**

These Bylaws may be amended or altered by a majority vote of the Board of Directors at any regular or special meeting, provided the notice for the meeting includes the proposals for amendments. Any proposed amendments shall be submitted to the Board in writing at least seven (7) calendar days in advance of the meeting at which the amendments are to be acted upon.

433 Adopted by the Board of Directors this 11 day of May, 2022 and amended on  
434 the 11 day of May, 2022.

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436 S/

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438 \_\_\_\_\_  
Kathleen Callahan

439 President

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441

442 Certified by:

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444 S/

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Doug Izzo

447 Executive Director

448

449 BYLAW AMENDMENTS:

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May 4, 1989

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April 7, 1994

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November 14, 1996

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June 12, 1997

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December 11, 1997

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October 13, 1998

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July 13, 1999

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February 13, 2001

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May 14, 2002

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November 12, 2002

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April XX, 2004

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October 11, 2005

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August 21, 2012

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August 2, 2016

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October 22, 2020

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March 10, 2021

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May 11, 2022