ENGLEWOOD FLORIDA
CHAMBER OF COMMERCE

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 of Directors, hereafter "Board", from time to time.

SECTION 4: LIMITATION OF AUTHORITY:

No action by any member, committee, division, employee, Director or Officer of the Chamber shall be binding upon, or constitute an expression of the policy of the Chamber unless and until it is approved or ratified by the Board.

ARTICLE II
MEMBERSHIP

SECTION 1: ELIGIBILITY:

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

SECTION 2: CLASSES & LIMITATIONS:

There shall be four classes of membership:

(a) Business Members, by their application for Membership, attest that their businesses meet the following qualifications:

1. Engaged in a trade, business or profession
2. Has all required licenses and permits to lawfully engage in the applicant's trade, business, or profession.
3. Has no unsatisfied judgments arising from or related to the applicant's trade, business or profession.
4. Has no felony convictions for fraud or theft within the past five years.
5. Has no civil judgments or final administrative orders finding that the applicant engaged in fraud, civil theft or an unfair trade of business practice within the past three years.
6. Has no unresolved complaint(s) on file at the Chamber office.

(b) Organization Memberships shall be recognized non-profit organizations.

(c) Associate Memberships shall be recognized individuals not engaged in business, but wishing to support the Chamber.

(d) Honorary Memberships: Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall be exempt from payment of dues. The Board may confer or revoke honorary Membership by a majority vote.

SECTION 3: APPLICATION:

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

SECTION 4: DUES:

(a) Membership dues shall be at such rate or rates, schedule or formula, as may be from time to time prescribed by the Board, payable in advance, and schedules issued to members thirty (30) days prior to due date.

(b) Annual membership dues shall be due on each Member's anniversary date.

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 suspended or expelled by a two-thirds (⅔) vote of the Board at a regularly scheduled or special meeting, effective immediately upon the Board's vote. The member shall be provided written notice and an opportunity for a hearing before the Board. The member has sixty (60) days from the date of the notice to appear before the Board at a regularly scheduled meeting. Failure to appear within sixty (60) days will result in immediate and permanent expulsion with a bar against future membership.

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 Section 2 and "Classifications IX" shall not be entitled to vote, hold office, or serve on the Board, unless specifically appointed for one year.

ARTICLE III
GENERAL MEMBERSHIP MEETINGS

SECTION 1: ANNUAL MEETING OF THE MEMBERSHIP:

The Chamber shall have an annual meeting of the 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. The Board shall control the Board's property, be responsible for the Board's finances, and direct the Board's 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.

(b) (1) There may be a maximum of two (2) additional voting Directors appointed by the President of the Board, subject to the approval of the Board, to serve only during the current Chamber year.

(2) There may be a maximum of two (2) honorary non-voting Directors appointed by the President of the Board, subject to the approval of the Board, to serve only during the current Chamber year.

(c) The Immediate Past President shall automatically be a voting Director for the ensuing year.

(d) The Chamber's Executive Director shall be a non-voting member of the Board.

SECTION 3: MAXIMUM TERM OF OFFICE:

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

SECTION 4: MEETINGS:

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

SECTION 5: QUORUM:

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

SECTION 6: SELECTION OF NOMINATING COMMITTEE AND ELECTION OF DIRECTORS:

(a) Nominating Committee. At the regularly scheduled March Board meeting, the President shall appoint a Nominating Committee, subject to approval of the Board. The committee shall be comprised of the President, Immediate Past President, and two (2) representatives of business members in good standing who are not Directors. The President shall designate the Immediate Past President as the Nominating Committee Chairman. On or before September 30th, the Nominating Committee shall present to the Executive Director a slate candidates to serve one (1) three (3) year terms to replace the Directors whose regular terms are expiring. Each candidate must be a representative of a Business member in good standing and must have agreed to accept the responsibilities of a Directorship. No more than one (1) Director shall be from the same business member. No former employees of the Chamber are eligible to serve on the Board of Directors for at least (2) years following the end of the employee's employment with the Chamber.

(b) Publication of Nominations. Upon receipt of the report of the Nominating Committee, on or before October 1st the Executive Director shall notify the membership by mail or electronic means of the names of the persons nominated as candidates for Directors and the right of Nomination by Petition.

(c) Nomination by Petition. Additional names of candidates for Directors may be nominated by petition bearing the signatures of the Main Contact representative of at least ten (10) business members of the Chamber. Such petition shall be filed with the Chairperson of the Nominating Committee upon written notification to the membership that the nominating committee has been chosen. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

(d) Determination and Election. If there are no more nominees than vacancies at the end of the designated period, the nominations shall be closed and the nominated slate shall be declared elected by the Board at their next regularly scheduled Board meeting. If there are more nominated candidates than vacancies, the names of candidates shall be arranged on a ballot, in alphabetical order. The Executive Director shall immediately notify the membership by mail or electronic means with instructions. Identification shall be made on the ballot to identify those

candidates nominated by the Nominating Committee. The deadline to receive the ballots shall be fifteen (15) days before the next regularly scheduled Board Meeting. The Board shall, at their next regularly scheduled Board Meeting, declare the candidates with the greatest number of votes elected.

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

SECTION 7: SEATING OF NEW DIRECTORS/RETIRING DIRECTORS:

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

SECTION 8: VACANCIES:

(a) Upon a Director's or other Board Member's absence from three (3) consecutive Board meetings or four (4) total regularly scheduled Board meetings within a fiscal year, the Board shall vote by ballot on an automatic motion to remove such Director or other member from the Board. Removal shall require a majority vote and be without prejudice to Business membership in the Chamber.

(b) Vacancies on the Board to fill an unexpired term shall be by appointment by the President, subject to the majority vote of approval by the Board at a regularly scheduled meeting.

(c) Any member of the Board may be removed from the Board by a two-thirds (2/3) majority vote of all Directors. Prior to any such action, the Board member who is subject to removal shall be given written notice of the basis of his/her removal and be given an opportunity to address the Board.

SECTION 9: MANAGEMENT:

The Board shall employ an Executive Director and shall fix his or her salary and other considerations of employment. The Executive Director shall serve at the pleasure of the Board and is governed solely by the Board.

ARTICLE V

OFFICERS

SECTION 1: DETERMINATION OF OFFICERS:

(a) At the first February Board meeting, the President shall assume his/her position and duties as Past-President, and the President-Elect shall assume his/her position and duties as President.

(b) All other members of the Executive committee shall remain in their respective offices until the first February Board Meeting.

(c) At the November Board Meeting, the President will present a slate of Officers, including the President Elect, treasurer, and one or more Vice Presidents for Board approval.

(d) Officers shall serve for a term of one (1) year, or until their successors assume the duties of office.

(e) Any vacancies occurring in any of the offices shall be nominated by the President, or his/her successor, and approved by the Board. A member so selected shall hold office of the unexpired term of the officer whose place is being filled.

SECTION 2: DUTIES OF OFFICERS:

(a) *President of the Board*. The President of the Board shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board meetings, and Executive Committee meetings. The President shall, with the advice and counsel of the President-Elect and Executive Director, assign Vice Presidents to certain responsibilities, subject to Board approval. The President shall, with the advice and counsel of the President-Elect and Executive Director determine all committees, select all chairpersons and may assist in selection of committee members, subject to the approval of the Board. The President may form ad hoc committees and select a chairman of such ad hoc committees as the President deems necessary to carry out the programs of the Chamber, subject to the approval of the Board. Such committees formed and approved shall not exceed the term of the appointing President.

(b) *President-Elect*. The President-Elect shall exercise the powers and authority and perform the duties of the president in the absence or disability of the President. The President-Elect shall, with the President, be responsible for planning the Chamber activities for the next year,

subject to the approval of the Board. The President-Elect, or designated appointee, shall serve as Secretary recording all minutes for filling and recording all motions that pass or fail. The President-Elect shall succeed to the office of the President of the Board the following year.

(c) *Vice Presidents.* The duties of the Vice Presidents shall be such as their titles by general usage would indicate, as well as those that may be assigned by the President and the Board, including but not limited to, orientation of new Directors and familiarization of committees at work.

(d) *Treasurer.* The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. The Treasurer shall cause a monthly financial report to be made to the Board.

(e) *Immediate Past President.* The Immediate Past President shall be a voting member of the Board and Executive Committee and shall act in an advisory capacity while transitioning responsibility to the President of the Board.

SECTION 3: EXECUTIVE COMMITTEE:

There shall be an Executive Committee composed of all Officers and the Immediate Past President. The Executive Committee shall act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its actions. The Executive Committee shall act as the Finance Committee and shall submit a Budget of estimated income and expenses for the coming year to the Board for approval. A majority of the Officers shall constitute a quorum. The President of the Board will serve as President of the Executive Committee. All employee matters are to be presented to the Executive Committee, which will keep all such matters confidential and will not discuss or disclose such matters outside of the Executive Committee meeting.

ARTICLE VI
COMMITTEES & DIVISIONS

SECTION 1: AUTHORITY:

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

SECTION 2: 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 shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the President of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committees. In some instances, an online/email vote will suffice for required Board approval

SECTION 3: TESTIMONY:

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

SECTION 4: DIVISIONS:

The Board may create such foundations, 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 foundations, divisions, bureaus, departments, councils, or subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such foundations, divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds. No action or resolution of any kind shall be taken by foundations, divisions, bureaus, departments, councils, or subsidiary corporations unless approved by the Board of Directors.

ARTICLE VII
EXECUTIVE DIRECTOR

The Executive Director is the chief executive officer and chief administrative employee of the Chamber. The Executive Director shall be a non-voting member of the Board, Executive Committee, and all committees upon which the Executive Director is asked to sit by the Board. The Executive Director shall prepare notices and agendas of the Board. The Executive Director shall be responsible to the Board for the full range of activities, including the coordination of the goals and objectives; organizational structure and

procedure; motivation of volunteers; income and expenditures; maintenance of membership; employment, training and supervision of staff; interpretation of policy; maintenance of facilities; long-range planning; approved presentations at government hearings or meetings; interaction with the general public as the Chamber's representative; and, such other functions as may be necessary to carry out the efficient operation and management of the Chamber. The Executive Director shall have the authority to hire, direct, supervise and discharge all employees, following Chamber Policies and Procedures. Where not specifically noted in this document, refer to Chamber Policies and Procedures. Modifications to the Policies and Procedures proposed by the Executive Director must have majority Board approval.

ARTICLE VIII
FINANCES

SECTION 1: FUNDS:

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

SECTION 2: DISBURSEMENTS:

Upon approval of the current Budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for that purpose. All disbursements shall be made by check or by credit card, with an accompanying memorandum stating the date, amount, and purpose for such disbursement. All disbursements for more than one thousand ($1,000.00) shall require the signature of the Executive Director and one Officer. The President of the Board, Treasurer, President-Elect and Executive Director are authorized to sign checks and will cooperate with the Chamber's bank to ensure proper authorization and signature cards are in place.

SECTION 3: FISCAL YEAR:

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

SECTION 4: BUDGET:

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

SECTION 5: AUDITS/DIRECTORS EXAMINATIONS:

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

SECTION 6: BONDING:

Bonding is mandatory for Chamber Officers and staff members authorized to sign Chamber checks or handle Chamber moneys. The amount of said bonds shall be determined by the Board, reviewed at the beginning of each fiscal year, and paid for by the Chamber.

SECTION 7: INDEMNIFICATION:

The Chamber may, by resolution of the Board, 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. The Chamber maintains appropriate insurance for protection of Board members with such insurance based upon the facts at issue and a determination by the carrier as to coverage.

ARTICLE IX
AFFILIATES

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

ARTICLE X
DISSOLUTION

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

ARTICLE XI
PARLIAMENTARY AUTHORITY

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

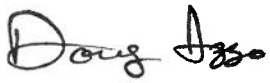
These Bylaws may be amended or altered by a majority vote of the Board at any regular or special meeting, provided the notice for the meeting includes the proposals for amendments. Any proposed amendments shall be submitted to the Board in writing at least seven (7) calendar days in advance of the meeting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

Adopted by the Board of Directors this 11th day of February, 2026 and amended on the 26 day of January, 2026.

S/

Peter Jennings
President

Certified by:

S/ 

Doug Izzo
Executive Director

BYLAW AMENDMENTS:

May 4, 1989
April 7, 1994
November 14, 1996
June 12, 1997
December 11, 1997
October 13, 1998
July 13, 1999
February 13, 2001
May 14, 2002
November 12, 2002
April XX, 2004
October 11, 2005
August 21, 2012
August 2, 2016
October 22, 2020
March 10, 2021
May 11, 2022
January 26, 2026