

Greater Estero Chamber of Commerce Bylaws

Article I: Name and Purpose

Section 1: Name

This organization is incorporated under the laws of the state of Florida and shall be known as the Greater Estero Chamber, Incorporated. Hereinafter referred to as "Chamber."

Section 2: Purposes

The Estero Chamber of Commerce is organized to achieve these objectives:

1. To serve its membership through charitable, educational and/or business activities.
2. To promote responsible economic, business and cultural growth and development in and around the Estero community.
3. To preserve and enhance quality of life through its beautification projects and other community-based activities.
4. To provide an inclusive community for equality-minded business owners and professionals to connect and collaborate.

Section 3: Limitation of Methods

The Greater Estero Chamber shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

Article II: Membership

Section 1: Eligibility

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

Section 2: Election

Applications for membership shall be in writing or electronically on forms provided for that purpose and signed by the applicant. Any applicant so accepted shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3: Investments

Membership investments, including annual dues, partnerships, and sponsorships shall be at such rates, schedule, or formula as may be from time to time prescribed by the Board of Directors, payable in advance and non-refundable.

Section 4: Termination

(1) Any member may resign from the Chamber upon written request to the Board of Directors or the President & CEO and said resignation shall be effective upon receipt; (2) any member, including a director, shall be terminated by the Board of Directors or the President & CEO for nonpayment of dues after 90 days from the date due unless otherwise extended for good cause; (3) and any member may be terminated by a two-thirds vote of the Board of Directors, at a regularly scheduled or called meeting thereof, for conduct unbecoming a member or prejudicial to the purpose of the Chamber, after notice and opportunity for a hearing are afforded the member complained against. The member to be terminated shall be given a 15-day notice of the intended termination electronically by email and by first-class mail, postage prepaid, addressed to the member at his/her last address shown on the records

of the Chamber. Member shall have the right to appeal within thirty (30) days after expulsion. Any prepaid dues shall be non-refundable in the event of resignation or revocation of membership.

Section 5: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one vote on each matter submitted to a vote of the members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number is required by law.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may appoint individuals whom the holder desires to exercise the benefits covered by its membership and shall have the right to change its appointment upon written notice.

Section 7: Statement of Non-discrimination

The criteria used to grant or deny membership shall not violate any federal, state, or other applicable law or regulation. The Chamber does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

The Chamber is an equal-opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

Article III: Meetings

Section 1: Annual Meeting

The annual meeting of the Chamber, in compliance with state law, shall be held during June of each year unless the Board of Directors vote to reschedule. The time and place shall be fixed by the Board of Directors and/or the President & CEO, and notice thereof communicated to each member at least 10 days before said meeting. All members in good standing may attend the annual meeting.

Section 2: Additional Meetings

General meetings of the Chamber Board are set by the Chair of the Board. Notice of special board meetings shall be sent to each member at least 5 days prior to such meetings; board meetings may be called by the Chair of the Board or by the Board of Directors upon written application of 3 members of the board. Notice, including the purpose of the meetings and materials, shall be given to each director at least 10 days prior to said meeting. Committee meetings may be called at any time by the Chair of the Board, respective department vice chair, or by the committee's chair.

Section 3: Quorums

At any duly called general board meeting or special called board meeting of the Chamber, six physically present members shall constitute a quorum. At committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine members. In that case, five shall constitute a quorum. Members may participate electronically (when available) for informational purposes only; voting rights shall be limited to those physically present.

Section 4: Notices, Agendas, and Minutes

Written notice of all Chamber meetings must be given at least ten days in advance, unless otherwise stated. An agenda along with supporting documents, materials, and the minutes from the previous meeting, shall be prepared and distributed to the Directors 5 days in advance of the board meeting. A detailed outline for preparation of both shall be a part of the organization's procedures manual.

Section 5: Order

All meetings shall be conducted according to Robert's Rules of Order. In the event of a conflict between Robert's Rules or Order and the provisions of the Chamber Bylaws, the Bylaws shall apply.

Article IV: Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of nine (9) to twelve (12) members to serve for three-year terms. At the conclusion of their three-year term, Board members can be re-elected, but cannot serve more than two terms (six years) consecutively, and must step down for a minimum of one year. If such a position is filled, the President & CEO shall serve as a non-voting member of the board. The Chairman of the Board, with approval from the board, may appoint directors to fill vacancies. 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.

Section 2: Selection and Election of Directors

A. Nominating Committee

At the regular January board meeting, the Chair of the Board shall appoint, subject to approval of the Board of Directors, a nominating committee of five (5) members in good standing that consist of three (3) directors and two (2) members who are not directors. The Chair of the Board shall designate the chair of the committee.

Prior to April, the Nominating Committee shall present to the Chairman of the Board a slate of possible candidates to serve one 3-year term. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. Board members may only serve two 3-year terms. There must be at least a one-year gap after those terms before being eligible for re-election.

B. Public Notice of Nominations

Upon receipt of the Nominating Committee's report, the President & CEO shall immediately notify the membership of the names of persons nominated as candidates for directors and the right of petition.

C. Nominations by Petition

Additional names of candidates for vacant positions can be nominated by petition bearing the genuine signatures of at least 3 qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within 10 days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

D. Determination

At the May board meeting, the nominations shall be closed and the nominated slate of candidates and any nominated by petition shall be voted on by the Board of Directors. The Board of Directors shall at its regular May board meeting declare the candidates with the greatest number of votes selected for presentation to the membership for approval at the June Annual Meeting.

Section 3: Seating of New Directors

All newly elected board members shall be seated at the regular July board meeting and shall be participating members thereafter.

Section 4: Vacancies

Vacancies on the board, or among the officers, shall be appointed by the Chair, and effective immediately once approved by the board by majority vote.

Section 5: Policy

The Board of Directors is responsible for establishing procedure and formulating policy for the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual to be reviewed and revised as necessary.

Section 6: Management

The Board of Directors may employ a President & CEO and shall fix the salary and other considerations of employment, including an annual self-evaluation and an annual performance and salary review by the Executive Board in September of each year. The President & CEO shall serve at the discretion of the board.

Section 7: 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 proceeding in which any of them are made parties, or a party, by reason of having been officers, directors, and 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. To the extent allowed by applicable law, such indemnification will include all liability and expenses, including, without limitation, reasonable attorney's fees and costs, whether incurred in litigation, appeal, or arbitration.

Article V: Officers

Section 1: Determination of Officers

At the May board meeting, the board shall nominate and elect the Chair of the Board, Vice Chair, Treasurer, and Secretary. All officers shall take office at the end of the annual meeting and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

Section 2: Duties of Officers

A. Chair of the Board

The Chair of the Board shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors, and Executive Committee (excluding chamber events). The Chair of the Board shall, with advice and counsel of the board, assign the Vice Chair to divisional or

departmental responsibility, subject to board approval.

B. Vice Chair

The duties of the Vice Chair shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chair and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties. The Vice Chair shall have such further duties as may be assigned by the Chair or the Board.

C. Treasurer

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. The Treasurer shall present a monthly financial report to the board. The Treasurer shall have such further duties as may be assigned by the Chair or the Board.

D. Secretary

The Secretary shall prepare and maintain board records, such as minutes and committee reports, and will ensure the accuracy and security of the records. The Secretary shall have such further duties as may be assigned by the Chair or the Board.

President & CEO

If so installed, the President & CEO shall be the chief administrative and executive officer. The President & CEO shall serve as adviser to the Chair of the Board and Committees on program planning and shall assemble information and data and prepare special reports-as directed by the program of the Chamber.

The President & CEO shall be a member of the Board of Directors, and all other committees as deemed appropriate by the Board Chair. With assistance of the Chair, the President & CEO shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

The President & CEO shall be responsible for hiring, discharging, directing, and supervising all employees. The President & CEO shall be responsible for the preparation of an operating budget covering all activities of the Chamber subject to approval of the Board of Directors. The President & CEO shall also be responsible for all expenditures with approved budget allocations.

The President & CEO shall be a non-voting member of the Board of Directors and the Executive Committee and serve at the discretion of the Board of Directors.

Section 3: 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 Chair of the Board, Vice Chair, Treasurer, Secretary, Immediate Past Chair, and the President & CEO. The Chair of the Board will serve as chair of the Executive Committee.

Section 4: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber any of its officers or former officers as spelled out in Article IV, Section 7 of these Bylaws.

Article VI: Committees and Divisions

Section 1: Appointment and Authority

The President & CEO, in conjunction with the Chair of the Board, shall appoint all committees and

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

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 has been approved or ratified by the Board of Directors. Committees shall be discharged by the President & CEO, in conjunction with the Chair of the Board, when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3: Division

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations 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 VII: Finances

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund or designated fund as directed by the Board of Directors.

Section 2: Disbursements

Upon approval of the budget, the President & CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check. Amounts exceeding \$5,000 will require two signatures, that of the President & CEO and a member of the executive board. Otherwise, only one signature is required.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on the 31st of December.

Section 4: Budget

The President & CEO shall prepare an operating budget covering all Chamber activities and submit it to the Board of Directors for approval at the November meeting.

Section 5: Financial Review

The financial accounts of the Chamber of Commerce shall be reviewed every two years as of the close of business on the 31st of December by a public accountant. The review shall at all times be available to members of the organization within the offices of the Chamber.

Section 6: Bonding

The President & CEO and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the board and paid for by the Chamber.

Article VIII: Dissolution

Section 1: Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these

Bylaws and no part of said funds shall inure or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3).

Article IX: Amendments

Section 1: Revisions

These Bylaws may be amended or altered by a two-thirds vote of the Board of Directors or by a majority of the members at any regular or special meeting, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the board or the members in writing at least 10 days in advance of the meeting at which they are to be acted upon. The Bylaws shall be reviewed by the Board annually.

Article X: Electronic Communications

Section 1: Web Content

The content of the web pages will be determined and approved by the President & CEO. All web contents must be consistent with the Chamber's purpose and the operations of the Chamber.

Section 2: E-mail

All email received will be handled in confidence by the Board of Directors or designee. The Chamber will not disclose either the sender's email address or the content of any e-mail to anyone without permission. The Chamber may periodically send e-mail to members or other interested people who have given their approval to receive such mailings. Board members shall refrain from sending nonprofessional, disparaging e-mails to any party when acting as a representative of the Chamber.

Section 3: Social Media

The Chamber recognizes the role social media plays in modern communication. As such, the Chamber respects the right of employees and Board members to use social networks for self-publishing and self-expression while adhering to organizational guidelines. Commentary from a Chamber employee or Board member is not only a reflection of that person but also the Chamber's brand. Commentary that is considered defamatory, discriminating, threatening, obscene, proprietary or libelous by any offended party will not be tolerated. Sharing photographs of other employees, Board members, Chamber members or vendors without their permission through social media is prohibited.

Article XI: Effective Date

Section 1: Approval by Board of Directors

These amended Bylaws became effective on April 27, 2023, upon approval by the Board of Directors, and are subject to adoption by Chamber membership at the Annual Meeting.

Section 2: Adoption by the General Membership

These amended Bylaws became effective on June 2, 2023 upon adoption at the Annual Meeting of the Chamber of Commerce.