



# MELBOURNE *regional* CHAMBER of East Central Florida

## **Chamber Bylaws**

**Confidential**

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## **Article I – Name, Location, and Region**

### **Section 1. Name.**

The name of this corporation shall be the MELBOURNE REGIONAL CHAMBER OF EAST CENTRAL FLORIDA, INC., a Florida corporation not for profit (hereinafter called "Chamber").

### **Section 2. Location.**

The principal office of the Chamber shall be located at 1005 East Strawbridge Ave., Melbourne, FL 32901-4782 or at such other place or places as the Board of Directors may from time to time designate.

### **Section 3. Region.**

The Chamber serves the East Central Florida region. More specifically defined as from south of Jacksonville, FL to north of West Palm Beach, FL forming a semicircle through and including Orlando, FL.

## **Article II – Mission, Vision, Value Proposition, and Objectives**

### **Section 1. Mission Statement.**

Develop and promote the business interests of our Members through representation, advocacy, education, and support while contributing to the growth and prosperity of a vibrant business community.

### **Section 2. Vision Statement.**

To continue to be the driving force in creating an environment in which business thrives.

### **Section 3. Value Proposition.**

The Melbourne Regional Chamber **Connects** Member Businesses – **exclusively** – to business opportunities otherwise not available to unaffiliated businesses. Additionally, we provide our Members with the unique prestige and brand recognition of being a select Member of the premier regional business advocacy organization in Brevard County.

Small businesses form the core of the Chamber's Membership. Our specific value proposition to small business Members is to **Connect** You, **Promote** You, and **Enable** Your business to grow through exposure, networking, and education – all in a united and supportive setting that provides you an equal seat at the table... *the Melbourne Regional Chamber of East Central Florida* table.

Large businesses are critical to the Chamber's prestige and brand impact. The Chamber enables a greater quality of life by **promoting** the growth and corporate presence of our large business Members in the community; the **workforce quality** that sustains large businesses, and a **pro-business regulatory environment** that will benefit large businesses; but most of all, we need large business Members to help us deliver this promise.

### **Section 4. Objectives.**

The Chamber is organized to achieve the objectives of:

- a) Preserving the competitive enterprise system of business by:

- i. Creating a better understanding and appreciation of the importance of business people and concern for their problems.
  - ii. Educating the business community.
  - iii. Representing the business community on city, county, state, and national legislative and political affairs.
  - iv. Preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise.
  - v. Creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interest of competitive business.
- b) Promoting business and community growth and development by:
- i. Promoting economic programs designed to strengthen and expand the income potential of all businesses within the region.
  - ii. Promoting programs of a civic, social, and cultural nature which are designed to increase the functional and aesthetic values of the community.
  - iii. Discovering and correcting abuses which prevent the promotion of business expansion and community growth.
- c) To associate businesses and business people for the purpose of mutual advantage and cooperation.
- d) To maintain high professional standards and sound business practices among its Members.
- e) To enhance the positive image of its Members.
- f) To encourage and promote the use of Member products and services.
- g) To promote the region and tourism to the region.
- h) To advocate, initiate public policy debate, and litigate, where necessary, to ensure further development and growth of the business community.

## **Article III – Organizational Relationships**

### **Section 1. Legal Status.**

The Chamber has existed since 1924 and is currently incorporated in the State of Florida and organized for the improvement of business conditions of one or more lines of business and other not-for-profit purposes pursuant to section 501(c)(6) of the Internal Revenue Code of 1986, as may be amended from time to time.

### **Section 2. Legal Limitations.**

The Chamber shall observe all local, state, and federal laws which apply to not-for-profit chambers of commerce, as defined in Section 501(c)(6) of the Internal Revenue Code of 1986, as it may be amended from time to time.

### **Section 3. Chamber and Chamber Education Foundation.**

The Chamber is affiliated with, and will work together with, the Chamber Education Foundation, Inc.

#### **Section 4. Separate Organizations.**

The Chamber and above named affiliated organizations are separately incorporated organizations with separate and distinct legal entity status as recognized by both the State of Florida and the Internal Revenue Service. Each organization shall operate in a manner consistent with its own individual organizational Bylaws and the applicable provisions of those Bylaws. Neither is responsible for nor an agent of the other.

#### **Section 5. Future Affiliates.**

The Board of Directors shall not authorize, nor create, nor support any affiliate of the Chamber unless the purposes of such affiliate are substantially similar to the purposes of the Chamber, except that the affiliate need not be a not-for-profit corporation, nor exempt from federal taxation under Section 501(c)(3) of the Code.

#### **Section 6. Affiliate Funding.**

Activities of affiliates and subsidiary organizations may be financed in such manner as approved by the Board of Directors.

#### **Section 7. Affiliate Limitations.**

Affiliate organizations shall have no power to commit the Chamber to any policy or expenditure without specific authorization by the Board of Directors.

### **Article IV – Membership**

#### **Section 1. Organizational Membership.**

Organizations join and hold Membership in the Chamber; thus, any and all employees representing the Member business or legal entity may participate in the benefits of Chamber Membership.

#### **Section 2. Eligibility for Membership.**

Any reputable person, partnership, association, corporation, estate, or other legal entity subscribing to the objectives of the Chamber shall be eligible for Membership.

#### **Section 3. Application for Membership.**

All applications for Membership shall be submitted on forms provided by the Chamber for that purpose, filled out completely, and signed by the applicant. Upon submission of Membership Application, the Board of Directors, through the Executive Committee, will thereafter consider the Membership Application at its next regularly scheduled meeting.

#### **Section 4. Dues.**

The annual Membership dues shall be determined by the Board of Directors. Any such determination shall remain in effect until changed by the Board. These fees shall be payable as determined by the Board of Directors.

a) Dues shall be paid for a twelve (12) month period, beginning on the 1<sup>st</sup> of that month, based on the month the Member originally joined the Chamber. In no case shall a Member be permitted to pay dues for a period less than annually.

b) Dues paid shall immediately become property of the Chamber and shall not be returned, in full or in part, to the Member, or otherwise transferred, should Member, on their own accord, decide to cease Membership in the Chamber. Similarly, if through Board of Directors action, Membership status is changed, suspended, or revoked, previously collected dues shall not be affected.

#### **Section 5. Member Compliance with Law.**

All Members shall comply with all laws, insurance requirements, registrations, and licensure as per the State of Florida.

#### **Section 6. Member Compliance with Bylaws and Policies.**

All Members shall agree to, adhere to, and comply with the Chamber Bylaws and Policies.

#### **Section 7. Voting Classifications of Members.**

The Chamber shall have the following voting classifications of Members. The designation of such classifications and the qualifications of the Members of such voting classifications shall be as follows:

a) **TRUSTEE MEMBERS.** Chamber Trustees provide the highest degrees of financial commitment to the Chamber based upon levels of support over and above normal scheduled dues.

b) **BUSINESS MEMBERS.** Business Members shall be comprised of all non-Trustees actively engaged in business; including: professionals, manufacturing, retail, service industries, trades, tourism, education, business to business, and business to consumer.

#### **Section 8. Non-Voting Classifications of Members.**

The Chamber shall have the following non-voting classifications of Members. The designation of such classifications and the qualifications of the Members of such non-voting classifications shall be as follows:

a) **RETIRED MEMBERS.** Any past Member who has been a Member in good standing for at least five (5) consecutive years may, upon retirement from active business, qualify for the Retired Membership. Retired Members may actively participate in the Chamber, attend events at the Member rate, and may serve on Councils or Committees. They shall not serve as Council or Committee Chair nor serve on the Board of Directors or as an Officer of the Chamber.

#### **Section 9. Good Standing Status.**

A Member shall be automatically deemed “in good standing” unless otherwise designated by the Board of Directors by majority vote. Board of Directors may remove Good Standing Status for violations of the Chamber Bylaws or Policies or failure to pay dues or other financial obligations to the Chamber within a period of time as so designated by the Board of Directors.

#### **Section 10. Termination and Reinstatement of Membership.**

- a) A Member may terminate their Membership in the Chamber:
- i. By self-action of electronically logging in to their Membership portal and terminating.
  - ii. Upon written directive to the Chamber staff to perform the termination action.
  - iii. Upon written request to the Board of Directors.
  - iv. Through nonpayment of dues after forty-five (45) days from the date due, unless otherwise extended for good cause by the Board of Directors.

- b) The Board of Directors may terminate a Membership in the Chamber by a vote of two-thirds (2/3) of the Board of Directors, at a regularly scheduled, or specially held, meeting thereof, for:
  - i. Conduct unbecoming a Member or prejudicial to the aims or repute of the Chamber.
  - ii. Failure to maintain the requirements for Membership, after official notice and opportunity for a hearing by the Board of Directors are afforded the Member.
  - iii. A vote of two-thirds (2/3) of the Board of Directors shall be required to reinstate any Membership that has been suspended or revoked under sub-section. Reinstatement shall be subject to such conditions as the Board of Directors may impose.

## **Article V – Meetings of the Members**

### **Section 1. Annual Installation Meeting.**

An annual meeting of the Membership of the Chamber shall be held each January, for the express purpose of installation of Officers and newly elected Directors of the Board. The time and place of said meeting shall be determined by the Board of Directors. Official Notice of the annual meeting shall be provided to each Member at least ten (10) days prior thereto.

### **Section 2. Special Membership Meetings.**

Special meetings of the Membership of the Chamber may be called by the Chair of the Board, or in their absence by the Chair-Elect of the Board; or, if requested in writing, by a majority of the Board of Directors or, if requested in writing, by ten percent (10%) of the Members in good standing. Recommendations affirmed by a majority of the Members attending such a special meeting, if a quorum of the Membership is present, shall be presented to the Board of Directors for action.

### **Section 3. Official Notice of Membership Meetings.**

Official Notice of the call of any special meeting shall clearly specify the date, hour, place, and the business to be transacted at the meetings and shall be given to each Member at least five (5) days in advance in accordance with Article XII Official Notices.

### **Section 4. Membership Meeting Quorum.**

Ten percent (10%) of the Members in good standing, and who are present in person, shall constitute a quorum for any special meeting of the Membership.

### **Section 5. Membership Voting.**

Business shall be conducted at any meeting of the Membership, if a quorum is present, as follows:

- a) Each Member shall select one individual to represent their Membership.
- b) All Members of the voting classifications of the Chamber in good standing shall be entitled to vote in person at meetings of the Membership and shall have equal weighting.
- c) A simple majority vote of those Members present shall decide an issue.



## **Article VI – Board of Directors**

### **Section 1. Authority.**

The Board of Directors shall be the governing body of the Chamber. The formulation of Chamber policies, the direction of programs, and the control of property and finances shall be vested in the Board of Directors. All statements of policy shall be approved by the Board of Directors. The Board shall establish procedures for the orientation of Directors to the Board of Directors, officers, and leaders of all Councils and Committees.

### **Section 2. Composition.**

The Board of Directors shall be strictly composed.

- a) The total Board size shall consist of no less than twenty (20) Members.
- b) ELECTED OFFICERS. The Board shall have thirteen (13) Officers, each of whom shall have been elected to the Board and may not be serving as a Trustee Director.
- c) ELECTED DIRECTORS-AT-LARGE. No less than eight (8) Directors-at-Large shall be elected to the Board each year, each of whom may not be serving as a Trustee Director.
- d) TRUSTEE DIRECTORS. Each Trustee Member of the Chamber is afforded the opportunity to appoint one (1) Trustee Director to the Board of Directors. Trustee Members may choose, at their own discretion, to leave their Director position intentionally empty. Further, Trustee Members may choose, at their own discretion, to change their Trustee Director appointment at any time, though this should be exercised sparingly. Trustee Directors may not serve as Officers of the Chamber.

### **Section 3. Ex-Officio Officers.**

The Orlando-Melbourne International Airport Authority Designee shall be an ex-officio Officer of the Chamber on the Board of Directors with full speaking-privileges and voting privileges.

### **Section 4. Chair of the Board.**

The elected Chair shall be the Chair of the Board of Directors.

### **Section 5. Chair of the Board Pro Tempore.**

In the absence of the Chair and the Chair-Elect, the Board may select one of the Vice-Chairs of the Board to serve as Chair Pro Tempore. In the event that all the aforementioned are absent, the Board may select one of its other Directors to serve as Chair Pro Tempore.

### **Section 6. Election to the Board.**

Directors for the upcoming calendar, commencing January 1<sup>st</sup>, shall be elected from the Chamber's Membership. An individual must be an active Member in good standing. Directors must remain active Members in good standing for the full tenure of their term.

- a) The Board Governance Committee shall develop a slate of individual nominees to serve as new Directors.
- b) A minimum of one person, meeting the Membership qualifications above, for each available seat shall be placed in nomination by the Board Governance Committee. Consent to serve, if elected must be secured, in writing, by the Board Governance Committee prior to placing any name on the

ballot. The Board Governance Committee shall submit the final nominee slate to the Executive Committee and Board of Directors for approval. The slate shall then be published to the Membership.

c) Additional names of candidates for election to the Board of Directors may be nominated by petition bearing the bona-fide signatures of at least twenty (20) Voting Classification Members. Petitions shall be filed with the President / CEO by 5 p.m. within ten (10) days after official notice has been given of the selections made by the Board Governance Committee. The sufficiency of the petition shall be determined by the President / CEO.

d) If no petitions are filed, the slate shall be presented to the Board for consideration at the next Board meeting following the publishing of the slate.

e) If petitions are filed, a ballot shall be mailed by U.S. Mail to all Members.

f) Completed ballots shall be returned to the Chamber no later than twelve o'clock p.m. (12:00 noon) on the published date of election or shall be considered void.

g) In the event of a tie, the candidate to serve as a Director shall be determined by drawing lots.

h) The election shall take place no later than September 30.

### **Section 7. Director Duties.**

Directors of the Chamber:

a) Fulfill Fiduciary and Legal Responsibilities through the assumption of a fiduciary position of trust, confidence, and responsible obligation to others.

b) Honor the Legal Duty of Care by discharging duties in good faith utilizing diligence and care.

c) Honor the Duty of Loyalty by demonstrating allegiance, practicing confidentiality, and acting in best interest of the Chamber.

d) Honor the Duty of Obedience through loyalty to mission and adherence to Chamber Bylaws and Policies.

e) Directors will exhibit genuine interest and support of the Chamber and its programs.

f) Directors, individually and as a synergistic unit, will represent the Chamber and its best interests in the community.

### **Section 8. Director Limitations.**

No Director of the Chamber, other than the President / CEO and /or Board Chair, shall represent the Chamber in favor of, or in opposition to, any project or policy without specific authorization of the Board of Directors.

### **Section 9. Transferability of Positions.**

With the exception of Trustee Directors on the Board, positions on the Board of Directors, in affiliate organization representing the Chamber, in Council or Committee Chairs, or on Council Steering Committees or Chamber Committees shall not be transferrable by the Director.

## **Section 10. Vacancies.**

a) CHAMBER MEMBERSHIP. An individual must be an active Member in good standing, prior to being nominated or appointed for election to the Board of Directors, and at all times while a Director on the Board. Termination of Chamber Membership, for any reason, shall cause immediate removal from the Board.

b) ELECTED POSITIONS, DUE TO ABSENCES, RESIGNATION, DEATH. Vacancies on the Board of Directors, in an elected Officer or elected Director-at-Large position, because of absence, resignation, or death shall be filled by recommendation of the Board Governance Committee, subject to a majority of the Board of Directors. Persons so elected will serve out the remainder of the term that they are filling which shall count as their first term for term limitation purposes, no matter the length of the term.

c) ELECTED POSITIONS, DUE TO EMPLOYMENT TERMINATION. The Board of Directors position belongs to the individual. In the event that the seated Director's employment is terminated with the business or entity that qualifies them for Chamber, the Director shall retain their position for a period of ninety (90) days, after which time the Director will have to be in the employ of a Chamber Member to be eligible to retain their Director seat.

d) TRUSTEE DIRECTORS. If a Trustee Director's employment with the Trustee is terminated, the Trustee's may appoint a new Trustee Director to fill the vacancy. Until such time as the Trustee appoints a replacement, in writing, the Trustee Director position will be considered intentionally empty.

## **Section 11. Removal from the Board.**

The Board Governance Committee shall be convened to consider the removal of any Director or Officer and shall provide the Executive Committee with its recommendation. In turn, the Executive Committee shall bring its recommendation to the Board of Directors. The Board of Directors, by two-thirds (2/3) vote, may remove any Director or Officer.

## **Section 12. Terms.**

The Terms of each position on the Board of Directors shall be as follows:

a) The leadership chairs, in order (highest to lowest), are: Chair, Chair-Elect, Treasurer, Vice Chairs. Terms for each position of the leadership chairs shall be one (1) year terms.

b) Directors-at-large shall be three (3) year terms.

## **Section 13. Term Limits.**

Directors shall be limited to each position on the Board of Directors to two (2) consecutive terms:

a) A Director may serve as many as two consecutive (2) terms as a Director-at-Large after which time they shall not seek re-election or re-appointment as a Director-at-Large. They may, however, serve beyond if elected as Chair-Elect and / or Chair.

i. If a Director is elected as Chair during the third year of their second term, that Director shall remain on the Board of Directors until the completion of their one-year term as Immediate Past Chair.

- ii. If a Director is elected as Chair-Elect during the third year of their second term, that Director shall remain on the Board of Directors until the completion of their successive one-year term as Chair and Immediate Past Chair.

b) Should they not serve as Chair-Elect or Chair, for any reason, a term-limited Director shall not serve on the Board of Directors in an elected capacity for at least one (1) year.

#### **Section 14. Regular Meetings.**

Regular Meetings of the Board of Directors shall be held as follows:

a) Held on the second Wednesday of each month at a time designated by the Board of Directors. Regular Meetings may be moved or cancelled by the Chair or upon approval of the Board of Directors.

b) Official Notice of the date, hour, and place of all Regular Meetings shall be given to the Directors at least five (5) days in advance in accordance with Article XII Official Notices.

c) The Executive Committee will set what will be included on the Board meeting agenda. The Executive Committee meeting will be held on the first Wednesday of each month at a time designated by the Executive Committee and may be moved or cancelled by the Chair or upon the approval of the Executive Committee.

d) Any member in good standing may attend Regular Meetings of the Board of Directors, but have no vote, unless the meeting, or any portion thereof, is deemed closed by the Chair. The Chair will determine if it is appropriate for individual Members to address the Chamber Board, and set time limits and rules for such addresses, if applicable.

#### **Section 15. Special Meetings.**

A Special Meeting of the Board of Directors will be called as follows:

a) Called by the Chair of the Board. Or,

b) Shall be called by the Chair of the Board and / or President / CEO upon the signed request of five (5) Directors, specifically and clearly identifying the business to be transacted.

c) Official Notice of the date, hour, and place of the Special Meeting shall also clearly specify the business to be transacted at the Special Meeting and shall be given to the Directors at least three (3) days in advance in accordance with Article XII Official Notices.

d) Special Meetings of the Board of Directors are closed meetings. However, the Chair, President and / or the group five (5) Directors requesting the meeting, may invite up to two (2) Members each, for a total of six (6), to testify to, or speak on behalf or against, the business to be transacted at the Special Meeting.

#### **Section 16. Quorum.**

One-third (1/3) of the combined total of Elected Officers plus Elected Directors-at-Large in office shall constitute a quorum for any Regular or Special Meeting of the Board.

#### **Section 17. Voting.**

Unless otherwise specified, within these Bylaws, a simple majority vote shall decide an issue provided a quorum is present.

### **Section 18. Executive Session.**

Calling of Executive Session by the Chair or majority of Directors will cause guests, non-Directors, the President / CEO, and / or other Chamber staff to depart the meeting and cease recording of all minutes, audio, and / or written notes.

### **Section 19. Performance of Directors.**

Directors shall:

a) Attend, in person, at least 75 percent of the regularly scheduled Board of Directors meetings and will not miss more than three consecutive meetings.

b) Regularly participate on at least one (1) Council, Committee, or Task Force, as a Member or its Chair.

A Director may be dismissed from the Board of Directors for the remainder of their term of office for lack of performance.

## **Article VII – Board of Directors Executive Committee**

### **Section 1. Officer Positions.**

The Board of Directors Executive Committee (Executive Committee) shall consist of thirteen (13) Officers of the Chamber, consisting of the Chair, Chair-Elect, Treasurer, eight (8) Vice Chairs, Immediate Past Chair, and President / CEO.

- a) **CHAIR** shall
- i. Preside at all meetings of the Membership, Executive Committee, and the Board of Directors.
  - ii. Assist the Board of Directors in the formulation of policies of the Chamber.
  - iii. Appoint all Chairs to Councils, Committees, and Task Forces, with the concurrence of the Board, giving special consideration to Directors.
  - iv. Sanction Special Committees and Task Forces.
  - v. Be a Member of all Councils, Committees, and Task Forces.
  - vi. As they deem proper and necessary, commend to the Board, such matters and / or make suggestions, which may promote the prosperity and increase the usefulness of the Chamber.
  - vii. Perform all duties incident to their office.
  - viii. Perform all other duties usual to such office.

Upon leaving office, the Chair will automatically remain an Officer for one (1) year as the Immediate Past Chair.

- b) **CHAIR-ELECT** shall
- i. Discharge all the duties of the Chair during the Chair's absence.
  - ii. Possess a willingness to share the responsibilities with the Chair in order to balance the burden.
  - iii. Serve as Chair of the Strategic Planning Committee.
  - iv. Serve as a Member of the Board Governance Committee.

v. Upon direction of the Chair, perform such duties as are assigned.

c) **TREASURER** shall

- i. Be responsible for oversight of the President / CEO in regards to receipts and disbursements of the Chamber.
- ii. Prepare and present monthly and annual financial reports to the Executive Committee and Board of Directors, with assistance of the President / CEO.
- iii. Report on the receipts and disbursements of the Chamber.
- iv. Counsel the President / CEO and then-Chair-Elect in the preparation of an annual budget for the upcoming calendar (fiscal) year, to be adopted no later than the November Board meeting.
- v. Upon direction of the Chair, perform such duties as are assigned.

d) **VICE CHAIRS.** There shall be eight (8) Vice-Chairs selected annually from the Chamber Directors.

- i. Six (6) Vice-Chairs shall be Elected Directors-at-Large who are also serving as a Council or Committee Chair, as appointed by the Chair-Elect for the upcoming calendar year and confirmed by the Board. Or, in the case of a Vice-Chair vacancy, as appointed by the Chair and confirmed by the Board.
- ii. Two (2) Vice-Chairs shall be Elected Directors-at-Large who are not necessarily also serving as a Council or Committee Chair, as appointed by the Chair-Elect for the upcoming calendar year and confirmed by the Board. Or, in the case of a Vice-Chair vacancy, as appointed by the Chair and confirmed by the Board. Though these two (2) Vice-Chairs need not be also serving as a Council or Committee Chair, those serving the Chamber in such roles shall not be precluded from consideration, as long as they are already Elected Directors.

There is no distinction in status or responsibility for these two classes of Vice-Chairs. They shall monitor activities, motivate Committee and Council Chairs, and report accomplishments to the Board of Directors. In addition, their responsibilities include those of all Directors and other duties as are assigned by the Chair.

e) **IMMEDIATE PAST CHAIR** shall serve as an Officer in an advisory capacity to the Chair, Executive Committee, and the Board of Directors. The position of Immediate Past Chair shall be filled by the Chair who most recently completed their term of office or, if not available, any Past Chair of the Chamber as determined by the Board of Directors.

f) **PRESIDENT / CEO** shall serve as an Officer with additional duties as described in Article VIII.

## **Section 2. Executive Committee Duties & Responsibilities.**

a) The Executive Committee shall consist of, and be limited to, as a closed Committee, the Officers of the Chamber. The Executive Committee shall serve as Finance Committee.

- i. The Committee shall conduct the affairs of the Chamber in accordance with the Bylaws, policies, and instructions from the Board of Directors.
- ii. During the interim between Board meetings, the Executive Committee shall have charge of the routine business of the Chamber.

- iii. The Committee shall form a sub-Committee from its Members that shall annually review the performance of the President / CEO to provide advice and guidance to the whole Committee as per contractual obligations.
- iv. The Committee shall define the powers and duties of all Councils and Committees, subject to Board approval.
- v. The Committee shall have authority to order disbursements for necessary expenses and may grant to any Council or Committee a reasonable amount of money for special work provided said amount does not exceed the approved budgeted allowance for such work.
- vi. All activities of the Executive Committee shall be reported to, and ratified by, the Board of Directors at their next regularly scheduled meeting.
- vii. The Committee shall meet upon the call of the Chair or any two (2) voting Members of the Committee. Official Notice of said meetings shall be given to all Members at least four (4) days before the meeting.
- viii. Executive Committee Quorum is seven (7) Members, not counting the Orlando-Melbourne Airport Authority Designee.
- ix. The Chair shall chair the Executive Committee.

b) The Executive Committee will set what will be included on the Board meeting agenda. The Executive Committee meeting will be held on the first Wednesday of each month at a time designated by the Executive Committee and may be moved or cancelled by the Chair or upon the approval of the Executive Committee.

### **Section 3. Succession of Office.**

a) In the event of the removal, absence, disability, resignation, or death of the Chair, then the Chair-Elect shall act as Chair of the Chamber. Should the Chair-Elect not be willing or able to serve for any of the foregoing reasons, then the Immediate Past Chair shall serve until the next Board meeting. Should the Immediate Past Chair not be willing or able to serve for any of the foregoing reasons, then the Board Governance Committee Chair shall carry out the duties of the Chair until the next Board meeting. The Officer so designated to act as Chair shall serve until such time as the Board of Directors names from among its Members a Chair to fill the unexpired term.

b) Once elected as Chair-Elect, that individual will automatically ascend through the offices of Chair then Immediate Past Chair, unless removed by a two-thirds (2/3) secret ballot of the Board of Directors, should the Board of Directors determine that the individual is not fit for either position due to violations of Chamber Bylaws or Policy or dereliction of duty.

### **Section 4. Officer Term Limits.**

Officers shall not serve in the office Chair, Chair-Elect, Treasurer, or Immediate Past Chair for more than two (2) terms. They may, however, move to another leadership position and may serve in that chair for up to two (2) terms. After serving as the Immediate Past Chair, a Director shall not serve on the Board of Directors in an elected capacity for at least one (1) year.

### **Section 5. Officer Limitations.**

No Officer of the Chamber, other than the President / CEO and / or Board Chair, shall represent the Chamber in favor of, or in opposition to, any project or policy without specific authorization of the Board of Directors.

## **Section 6. Emergency Powers.**

During the continuation of an emergency, the Executive Committee will be authorized with all powers of the Board of Directors. In the event that there is no quorum for the Executive Committee, those from the Board who remain will serve, along with the remaining Executive Committee Members as an Emergency Management Committee with all the powers of the Board during the continuation of an emergency. In the event of an emergency requiring President / CEO succession, the Chair, in consultation with senior staff, will manage the day- to-day operations in accordance with the Chamber Bylaws, Policies, and Procedures.

## **Article VIII – President / CEO and Staff**

### **Section 1. Employment of President / CEO.**

The Board of Directors shall employ a President / CEO and shall determine the compensation and conditions of their employment. A written contract shall be executed with the President / CEO outlining compensation, performance evaluation procedures, and all other terms of employment. The Chair, the Past Chair, and Chair-Elect shall negotiate with the President / CEO and execute said agreement with concurrence of the Executive Committee.

### **Section 2. President / CEO Duties.**

The President / CEO shall serve as the chief executive officer of the Chamber and shall perform the duties and responsibilities delegated by the Board of Directors and / or Executive Committee and all other functions usual to such office which shall include, but are not limited to:

- a) Conduct the official correspondence of the Chamber.
- b) Manage all of the properties of the Chamber.
- c) Assist the Treasurer in the preparation of annual budget and financial reports.
- d) Preserve all books, documents, and communications.
- e) Keep records of accounts and maintain an accurate record of the proceedings of the Chamber, the Board of Directors, and all Councils & Committees.
- f) Have the authority and responsibility of interpretation and implementation of the Bylaws and Policies of the Chamber and all subsidiaries.
- g) Serve as the Secretary of the Board of Directors, the Executive Committee, and the Board Governance Committee.
- h) Execute all contracts entered by the Chamber and subsidiaries as necessary to carry out the decision and Policies adopted by the Board of Directors.
- i) Approve all expenditures after ascertaining that funds were budgeted or approved for special appropriation by the Executive Committee or Board of Directors.



j) Be an ex-officio, voting member of all Boards, Committees, Councils, Task Forces, Divisions, and Subsidiaries of the Chamber.

The President / CEO shall not be eligible for Membership in the Chamber.

### **Section 3. Chamber Staff.**

The President / CEO shall be empowered to employ and supervise an adequate staff to carry on the business of the Chamber as instructed by the Board of Directors and / or Executive Committee within the limitations of the budget. The President / CEO shall have exclusive management supervision, including hiring and dismissal, of all employees of the Chamber.

No employee of the Chamber, other than the President / CEO, shall represent the Chamber in favor of, or in opposition to, any project or policy without specific authorization of the Board of Directors.

## **Article IX – Councils, Committees, and Task Forces**

### **Section 1. Composition and Authority.**

a) The Chair, by and with the approval of the Board of Directors, shall establish all Special Committees and Task Forces, and appoint their Chairs. The Chair may appoint such Task Forces and their Chairs, as they deem necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and pleasure of the Chair, and in no event shall exceed the term of the appointing Chair. Special Committees and Task Forces may be established or continued by the Chair, with concurrence of the Board, which will survive until the end of the Chair's term unless continued and / or re-established by the subsequent Chair. Unless listed specifically herein as a Standing Committee, all Councils, Committees, and Task Forces are subject to this provision.

b) If, without the support of the Chair, the Board of Directors, on its own motion, or on motion of any group of not less than twenty (20) Members of the Chamber, having common business or professional interest, may form within the framework of the Chamber, additional Councils, Committees, and / or Task Forces. However styled, such groups shall be for the purpose of promoting specific activities and of considering and recommending to the Board of Directors matters of particular interest to such business or profession, all within the objectives of the Chamber. Such groups shall be governed by these Bylaws and Policies and general supervision by the Board, Chair, and President / CEO provided herein.

c) Unless otherwise stipulated herein or by Board Policy, all Councils, Standing Committees, Special Committees, and Task Forces are open and therefore may be populated by any Member in good standing of the Chamber. Each body may limit the number of positions to its body, in which case the Board of Directors shall appoint candidates to serve in those positions.

d) The President / CEO and Board Chair shall be ex-officio Members with full speaking and voting privileges of all Boards, Committees, Councils, Task Forces, Divisions, and Subsidiaries of the Chamber.

e) Calling of Executive Session by a majority of Council or Committee Members present will cause the President / CEO and / or designated staff representative to depart the meeting and cease recording of all minutes, audio, and /or written notes.

f) With the exceptions of the Executive Committee, which is given limited governing powers herein, no other Council, Committee, or Task Force shall maintain its own depository accounts or make governing decisions for the Chamber.

g) Recommendations to the Board of Directors from a Council, Committee, or Task Force, as long as it was properly voted upon and passed within that body, shall be accepted by the Board of Directors as a motion which shall not require a second to be discussed, deliberated, and eventually voted upon by the Board of Directors.

h) The Chair may, with the concurrence of a majority vote of the Board of Directors, remove the Chair of any Council, Committee, or Task Force previously appointed by the Chair.

## **Section 2. Committee Purpose.**

It shall be the function of the Committee to make investigations, conduct studies, to research, brainstorm, monitor, debate, present ideas & solutions, and to make recommendations to the Board of Directors. Committees also carry on such activities as may be delegated to them by the Board.

Each Committee shall be assigned a staff liaison by the President / CEO to assist in conducting the business of the Committee.

## **Section 3. Council Purpose.**

When groups of Members of the Chamber, formed within the Chamber to focus on a particular niche of Membership to which those Members believe aligns them with other similar Members, grow in the number of Members, the Board may create a Council. As the Council shrinks in Members, the Board may disband the Council. Each Council shall have a niche and a name reflective of that niche.

Each Council shall be assigned a staff liaison by the President / CEO to assist in conducting business and holding the meetings and events of the Council.

## **Section 4. Committee and Council Steering Committee Meetings Quorum.**

A majority of the Members of a Committee or Council Steering Committee shall constitute a quorum for any meeting of said Committee or Steering Committee, except when the committee shall have more than nine (9) Members, in which case five (5) Members shall constitute a quorum.

## **Section 5. Standing Councils and Committees.**

a) The following Councils and Committees shall be considered Standing in the Chamber. Neither the Chair nor the Board of Directors shall establish, alter, or disband Standing Councils or Standing Committees unless doing so by undergoing the Bylaws amendment process.

i. Standing Councils:

- Better Business Council (BBC)
- Chamber Visitors Bureau (CVB)
- Council of Chairs
- Engage Professionals Council
- Non-Profit Council (NPC)
- Small Business Council (SBC)
- Space Coast Tech Council (SCTC)
- Veterans Resource Council (VRC)
- Viera Suntree Business Council (VSBC)
- Women of Excellence Council (WE)

- ii. Standing Committees:
  - Ambassadors Committee
  - Board of Directors Executive Committee
  - Board Governance Committee
  - Golf Committee
  - Government Affairs Committee (GA)
  - Marketing Committee
  - Membership Committee
  - Strategic Planning Committee

b) **AMBASSADORS COMMITTEE** shall be an open Committee consisting of those Members with the strongest willingness to volunteer for the Chamber:

- i. Attending ribbon cuttings, open houses, anniversaries, and other celebrations.
- ii. Welcoming new Members to the Chamber and communicating the benefits of Membership.
- iii. Thanking existing Members for their Membership and communicating new and changing benefits.
- iv. Serving in special capacity, as needed, at Chamber events and activities.

This Committee has no governing authority. It may only make recommendations to the Board of Directors.

c) **BOARD OF DIRECTORS EXECUTIVE COMMITTEE** shall be a closed Committee with additional duties as described in Article VIII.

d) **BOARD GOVERNANCE COMMITTEE** shall be a closed Committee consisting of no less than nine (9) active Members in good standing ratified by the Board of Directors at the January meeting of the Board. Committee Members should represent a cross-section of the various enterprises and professions within the Chamber's Membership. In addition to the Chair-Elect and Board Governance Committee Chair, there shall be at least two Directors, three Council / Committee Chairs, and two Members at large.

- i. This Committee shall, from time to time as deemed appropriate, research, interview, and recommend a law firm to the Board, which shall, when confirmed by the Board, serve as the Chamber Legal Counsel of record until such time as replaced.
- ii. This Committee shall, from time to time as deemed appropriate, research, interview, and recommend an accounting / auditor firm to the Board, which shall, when confirmed by the Board, serve as the Chamber Accountant / Auditor of record until such time as replaced.

This Committee has no governing authority. It may only make recommendations to the Board of Directors.

e) **GOLF COMMITTEE** shall be an open Committee consisting of those Members dedicated to making the Chamber's planned golf outings successful. This Committee has no governing authority. It may only make recommendations to the Board of Directors.

f) **GOVERNMENT AFFAIRS COMMITTEE** shall be an open Committee consisting of those Members dedicated to promoting and defending Chamber positions on political and governmental issues. This Committee shall determine and promote the Chamber's position on

political issues and candidates for elected office. This Committee has no governing authority. It may only make recommendations to the Board of Directors.

g) **MARKETING COMMITTEE** shall be a closed Committee consisting of those Members with a strong education or practical background in promoting, advertising, marketing, and / or communications with the purpose of advancing the Chamber's mission, Membership, and goals. This Committee has no governing authority. It may only make recommendations to the Board of Directors.

h) **MEMBERSHIP COMMITTEE** shall be a closed Committee consisting of no less than nine (9) active Members in good standing ratified by the Board of Directors at the January meeting of the Board. This Committee may research and advise the Board of Directors on Membership trends, retention & renewal rates, and recruitment programs to increase Membership. This Committee has no governing authority. It may only make recommendations to the Board of Directors.

i) **STRATEGIC PLANNING COMMITTEE** shall be a closed Committee consisting of those Members invited to participate for that year by the Chair-elect. The Committee serves the purpose of reviewing, updating, researching, debating, and re-developing the 5-year Strategic Plan in accordance with industry best practices and the US Chamber's 5-star Accreditation process, for presentation to the Board for consideration. This Committee has no governing authority. It may only make recommendations to the Board of Directors.

## **Article X – Finances**

### **Section 1. Fiscal Year.**

The Chamber's budget year shall be the calendar year.

### **Section 2. Accounting Method and Records.**

The Chamber shall operate based on the accrual accounting method, keeping all bookkeeping records electronically using a recognized accounting software program as determined by the Board of Directors.

### **Section 3. Signatory Authorization.**

In the absence or unavailability of the President / CEO, the following officers of the Chamber shall have the authority to sign checks, drafts, and / or other orders for the payment of money, and on behalf of, the Chamber: Chair, Treasurer, Chair-Elect, and Immediate Past Chair.

### **Section 4. Annual Budget.**

The Chamber President / CEO, shall present to the Chair-Elect, with concurrence of the current Treasurer, a budget, based on the needs and allocations of the Board planning retreat, the past year, and the future needs of the Chamber. The Chair-Elect shall present said budget, with the assistance of the President / CEO and Treasurer, to the Executive Committee for review, no later than the November meeting.

a) It shall include all divisions, income, expenses, projected programs / events and operational costs.

b) It shall be approved as soon as possible by the Board, but no later than at the December Board meeting for implementation the following year.

When approved with or without necessary modifications, the budget shall become the appropriation measure of the Chamber. Recommendations for expenditures outside the budget shall be submitted to the Executive Committee whose recommendations shall be submitted to the Board.

### **Section 5. Disbursements.**

All disbursements will be made by check. Checks in excess of an amount established by the Board of Directors will be signed by the President / CEO along with a counter signature by an authorized signatory authority. Checks for less than this amount may be signed by the President / CEO without counter signature. A petty cash fund may be authorized by the Board of Directors.

### **Section 6. Annual Audit.**

There shall be an audit of the finances of the Chamber for the preceding fiscal year, a minimum of every third year, or when required by law.

### **Section 7. Surety Bonds.**

The President / CEO and any employee designated to handle Chamber funds shall be covered under the Chamber's commercial liability insurance policy or be bonded by sufficient fidelity bond in such amounts as deemed necessary by the Board of Directors.

### **Section 8. Financing and Related Powers.**

The Board shall have the power to purchase, hold, sell, or lease real estate and to mortgage same, incur debts and borrow money, giving notes of the corporation thereof, signed by an official duly authorized by the Board and to enter into contracts of any kind furthering the objective of this organization.

### **Section 9. Transfer of Finances.**

Any moneys earmarked for purposes designated in the budget may be transferred for other purposes only by a majority vote of the Board of Directors.

### **Section 10. Gifts.**

The Board of Directors or any other officer, employee, or agent of the Chamber may accept, on behalf of the Chamber, without further authorization, any contribution, gift, bequest, devise, or device, except any such gift made with limitations or conditions imposed by the donor may not be accepted without the express approval of the Board of Directors.

### **Section 11. Dissolution.**

The Chamber may be dissolved by the affirmative vote of seventy five percent (75%) of the Chambers total Membership and shall be effectuated in compliance with the applicable laws of the State of Florida and the pertinent laws and regulations of any other governmental authority. 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, after paying, or making provision for payment, of the liabilities of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations as defined in Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in

which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

### **Section 12. Financial Restrictions.**

Notwithstanding the foregoing or any other provision of the Articles of Incorporation or these Bylaws:

a) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributed to its incorporators, Directors, Officers, or other private persons having a personal or private interest in the Chamber, other than reimbursement of reasonable expenses incurred or reasonable compensation for services rendered any person employed by the Chamber and incurred in carrying out the purposes set forth herein.

b) The Chamber shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## **Article XI - Indemnification**

### **Section 1. Indemnification: Directors.**

A Director of the Chamber shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- a) The Director has breached or failed to perform the duties of his or her office; and
- b) The breach or failure to perform by a Director constitutes self-dealing, willful misconduct, or recklessness by the Director.

The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any applicable criminal statute or for payment of taxes pursuant to local, state, or federal law.

### **Section 2. Indemnification: General.**

The Chamber shall indemnify a Director or Officer of the Chamber for any action taken, or any failure to take any action, to the full extent permitted by applicable law, and extending without limitation to third party actions, derivative actions, and mandatory indemnification. The obligation of indemnification under this Section shall apply to actions taken, or any failure to take any action, by a Director or Officer in his or her official capacity and as to any action taken or any failure to take action while holding that office, and shall extend to any contract, instrument, or transaction authorized by the Board of Directors. The indemnification provided by this Article or these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled to under any statute, or any agreement, vote of disinterested Directors or otherwise.

### **Section 3. Indemnification: Grounds.**

Indemnification pursuant to Section 2 of this Article shall be made to the fullest extent allowed by law, whether or not the Chamber would have the obligation to indemnify the Director or Officer

under any other provision of law, and whether or not the indemnified liability arises or arose from any threatened, pending, or completed action by, or in the right of, the Chamber.

#### **Section 4. Payment of Expenses.**

Expenses (including attorneys' fees) actually and reasonably incurred by an Officer, Director, employee, or agent of the Chamber in defending a civil or criminal action, suit, or proceeding, in an Chamber-related matter, shall be paid by the Chamber in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Chamber.

#### **Section 5. Right to Indemnification.**

The indemnification and advancement of expenses provided by, or granted pursuant to, Sections 2, 3 and 4 of this Article, unless otherwise provided when authorized or ratified, shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

### **Article XII – Official Notices**

#### **Section 1. Members' Duty to Provide Contact Information.**

Members shall furnish to the Chamber staff their official address, email account, and facsimile number for use in providing official notices.

#### **Section 2. One or More Official Notices.**

Members shall be given official notice by two (2) or more methods to include, but not limited to: mail, email, and/or facsimile.

### **Article XIII – Rules of Procedure**

All Membership, Board of Directors, Council, Committee, and Task Force meetings will be conducted in an orderly and business-like manner. *Robert's Rule of Order*, the most current published, published by Perseus Book Group, including small group rules, shall govern the meetings of the Chamber in all cases in which it is not inconsistent with statute, regulations, or Chamber Bylaws or Policies.

### **Article XIV – Amendments**

#### **Section 1. Process of Amending.**

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the Members at any special meeting of the Membership:

a) Director or Member attendance, respectively, at such meeting constitutes a quorum as defined herein, and

b) Directors or Members, respectively, shall have been given official notice of the proposed amendments and the opportunity to respond, either verbally or in writing, at least ten (10) days in advance of a vote.

The amendments shall take effect immediately following the meeting acted upon unless explicitly stated otherwise.

**Section 2. Amendment Restrictions.**

Notwithstanding the foregoing authority in Section 1 of this Article, the Chamber shall not, in any event or for any purpose, adopt any amendment to these Bylaws inconsistent with any then applicable state or federal laws.