



**BYLAWS**  
REVISED 5/26/2009



## **BYLAWS – Revised 10/30/2007**

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# MISSION STATEMENT

To promote and serve business and community.

## ARTICLE I - NAME

The name of this organization shall be the Chamber of Commerce of Cape Coral, Inc., herein referred to as "(Chamber)".

## ARTICLE II - OBJECTIVES

The Chamber is organized for the purpose of advancing the commercial, industrial, civic and general interests of its members and the community of Cape Coral and its trade area.

## ARTICLE III - LIMITATIONS OF METHOD

### Sec. 1 Non-Profit Restrictions

The Chamber shall be nonpartisan and nonsectarian and shall take no part in or lend its influence or facilities, either directly or indirectly to the nomination, election, or appointment of any candidate for office in city, county, state or nation.

### Sec. 2 Legal Compliance

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

### Sec. 3. Antitrust Policy Statement

The Chamber is organized for the purpose stated above and is not intended to and may not play any role in the competitive decisions of its members or their employees, or in any way restrict the competition of the business community, provided this shall not restrict the professional activities in compliance with the code of ethics and conduct.

## ARTICLE IV - MEMBERSHIP

### Sec. 1 Qualifications

Any individual, association, business organization, sole owner or estate interested in the civic and economic well being of the community of Cape Coral, who desires to preserve and promote the objectives of the Chamber shall be eligible to apply for membership.

### Sec. 1a Membership Representatives

Any firm, association, business organization or estate may nominate an individual, who the holder desires to exercise the privileges of membership covered by its subscription, and shall have the right to change its membership representative upon written notice. Only designated representatives of a member shall be eligible to participate on committees and other Chamber-related task forces, unless such participation is requested by the Chamber.

Sec. 1b. Honorary Membership

The Board of Directors, by majority vote, may confer or revoke an honorary membership. This membership shall include all the privileges of Active Membership. Honorary Membership shall be exempt from paying dues.

Sec. 1c. Membership Transferability

Membership is non-transferable. A transfer is deemed to occur either when a membership is sold, assigned or otherwise conveyed, or when there is substantial change (i.e. 50% or more) in the ownership of a member entity.

Sec. 2. Dues

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually on anniversary date of chamber membership.

Sec. 3. Membership Procedures

Applications for membership shall be made in writing to the Chamber and the application shall be regarded as a guarantee on the part of the applicant of his interest in and sympathy with the purpose of the Chamber and or his adherence if elected to office, to its Bylaws, regulations and rules.

Sec. 3a. Failure To Pay Dues

The President shall notify the Board of Directors of any member who fails to pay their dues within ninety (90) days of their annual renewal date. The Board of Directors is authorized to suspend the member from the privileges of membership until such dues are paid.

Sec. 3b. Member Resignations and Expulsions

Any member may resign from the Chamber upon written request to the Board of Directors; any member shall be expelled by the Board of Directors by a majority vote of the Directors present for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for a good cause. Any member may be expelled by a majority vote of the entire Board of Directors, at a regularly scheduled board meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member before the Board of Directors.

## **ARTICLE V - MEMBERSHIP MEETINGS**

Sec. 1. Annual Meeting

The annual meeting of the Chamber shall be held during the first sixty (60) days of each fiscal year. The date, time and place shall be fixed by the Board of Directors and notice provided to each member at least ten (10) days but no more than sixty (60) days prior to such meetings.

Sec. 2. Special Meeting

Special meetings of The Chamber may be called at anytime by any three (3) Directors. Notice of special meetings stating the purpose of such meeting shall be provided to each member prior to such meetings.

Sec.3 Agenda

An agenda for any meeting shall be provided with the notice for such meeting.

## **ARTICLE VI - BOARD OF DIRECTORS AND TRUSTEES**

Sec. 1. Directors

The Board of Directors shall be composed of at least twenty (20) Directors, but no more than twenty-five (25) total voting members. One seat being annually appointed as the Legal Advisor,

one seat being annually appointed as the Financial Advisor, and one seat being occupied by a City of Cape Coral Senior Manager appointed by the Board of Directors on an annual basis upon a recommendation of the Nomination Committee and the Secretary of the Board. That Senior Manager may designate one of his or her staff members to attend Board Meetings in his or her absence, but the designee shall not be eligible to vote. Directors shall serve a three (3) fiscal year term until their successors are elected and have qualified. One director shall be the immediate past chairman for one year following the end of his term as chairman if his term as a director has expired. The President shall be a non-voting member of the Board of Directors. Any Council Chair shall serve as a non-voting member of the Board of Directors.

## Sec. 2 Trustees

The Board of Directors can at anytime with a majority vote accept members as Trustees. Trustees attend and participate in Board meetings but cannot vote or be counted to fulfill the need for a Board quorum. Trustees act as advisors and have a vested interest in the well being of the Chamber. A Trustee term is one fiscal year and a Trustee can be appointed at anytime during a fiscal period. At the end of a fiscal year a Trustee can be re-appointed by a majority vote of the Board of Directors. Up to ten (10) Trustees can be elected with up to five (5) additional Trustees appointed throughout the year by the Board of Directors. The Trustees shall never exceed a total of fifteen (15).

## Sec. 3 Method of Election.

### Sec. 3a. Nomination Committee Appointment

At the regular January Board Meeting, the Chairman of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five (5) members of The Chamber. The Chairman-Elect shall head the Committee.

### Sec. 3b. Nomination Committee Duties

Throughout the year, as needed, members of the Nomination Committee shall meet to discuss potential candidates to fill vacant Director and Trustee seats. At least thirty days prior to the August board meeting the President shall announce at the General Membership meeting and publish in the Chamber publications, the number of vacancies for Directors and Trustees, the method for obtaining and submitting applications, and the Nomination Committee deadline for accepting applications. An applicant is qualified to submit an application if that person, or the member company which that person represents, is a member in good standing of the Chamber. Submission of an application is the applicant's agreement to serve if elected.

### Sec. 3c. Election Process - Directors

Prior to the August Board of Directors meeting, the Nomination Committee shall present to the President a ballot containing the names of all qualified candidates who have applied for election. The Nomination Committee shall indicate by a mark next to a candidate's name whether it recommends that candidate for election. The Nomination Committee may also summarize each candidate's qualifications and accomplishments on the ballot. The President shall include a copy of each candidate's application in the information packet for each member of the Board of Directors prior to the Board of Directors meeting when the election is to take place. Upon receipt of the Nomination Committee's ballot at the August Board of Directors meeting, each Director may cast one vote per candidate for the number of candidates equal to the number of vacant Director positions. The votes shall be counted by the Nomination Committee after the Board of Directors meeting and the President shall publicize the results to the Chamber membership.

### Sec. 3d Election Process – Trustees

Prior to the September Board of Directors meeting, the Nomination Committee shall present to the President a ballot containing the names of all qualified candidates (as previously defined) who have not been elected as Directors or who are only seeking election as a Trustee. The Nomination Committee shall indicate by a mark next to a candidate's name whether it recommends that candidate for election. The Nomination Committee may also summarize each

candidate's qualifications and accomplishments in the information packet for each member of the Board of Directors prior to the Board of Directors meeting when the election is to take place. Upon receipt of the ballot at the September Board of Directors meeting, each Director may cast one vote per candidate for the number of candidates equal to the number of vacant Trustee positions. The votes shall be counted by the Nomination Committee after the Board of Directors meeting and the President shall publicize the results to the Chamber membership.

#### Sec. 3e Run-off Election

In the event of a tie the run-off election shall be held within one week, without a further board meeting, by an electronic vote of the Board of Directors, and that ballot shall contain the same marks and summaries as the original ballot contained for these candidates. The run-off ballots shall be counted by the Nomination committee members and the President shall publish the results to the Chamber membership.

#### Sec. 3f Miscellaneous Election Provisions

No ballot submitted to the Board of Directors by the Nomination Committee shall be amended or modified by the Board, nor shall nominations from the floor or write-in candidates be accepted. Cumulative voting for Directors or Trustees is prohibited. No proxy vote shall be accepted. All ballots are confidential.

#### Sec. 4. Board Meeting Procedure

Meetings of the Board may be called by the Chairman of the Board or by any two (2) members of the Board. Notice (including the purpose of the meeting) shall be provided to each Director and Trustee at least one (1) day prior to said meeting. A majority of Directors shall constitute a quorum of the Board of Directors Meeting. No proxy voting shall be considered.

#### Sec. 5. Terms

All newly elected Directors and Trustees shall be seated at the regular January Board meeting and shall serve as participating members for the term for which they are elected and until their successors shall have been elected and qualified or until earlier resignation, removal or death.

#### Sec. 6. Absences

A Director or Trustee who shall be have three (3) unexcused absences from regular or special meetings of the Board of Directors in a calendar year may be removed from membership of the Board, by a majority vote of the Board. Any Director or Trustee after having two (2) unexcused absences in a calendar year shall receive a written notice that (2) meetings have been missed with a reminder of the attendance policy. A Director or Trustee who communicates a good faith excuse to the President will be granted an excused absence. The Executive Board of Directors may review a Directors or Trustees excused absences after three (3) have occurred in a calendar year and recommend action to the Board of Directors.

#### Section 6a. Leave of Absence

A Director or Trustee may request a leave of absence by submitting a letter of request to the Board of Directors. The Board of Directors at their next regular or special meeting of the Board of Directors shall by motion vote to approve or disapprove the request.

#### Sec. 7. Removal

Any Director or Trustee may be removed without cause, by a vote of a majority of the entire Board of Directors at any regular or special board of directors meeting providing there is a quorum present.

#### Sec. 8. Vacancies

Vacancies on the Board of Directors or among the officers shall be filled by the Board of Directors by a majority ballot vote after recommendations of the Nomination Committee, the staff and an interview of candidate(s) by the Nomination Committee or Board of Directors. A Director elected to fill a vacancy shall hold office only until the next election of Directors.

Sec. 9. Duties

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. The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary. They are responsible for creation of the Business Plan annually. Each Director and Trustee shall be a member of at least one committee or task force during each fiscal year.

Sec. 10. Staff

The Board of Directors shall employ a President and shall fix the salary and other considerations of employment. Prior to each fiscal year the Executive Board of Directors shall evaluate the President and make a recommendation to the Board of Directors for appropriate action within the parameters of the annual budget.

Sec. 11. Indemnification

The Chamber may, with the approval of the Board of Directors, provide for indemnification of its Directors, Officers, employees, agents and others as provide by law, against liabilities, expenses and other amounts allowed by law and actually and reasonably incurred, when the Board determines that the party to be indemnified has acted in good faith and in a manner the party reasonably believed to be in, or not opposed to, the best interests of the Chamber, and when, with respect to any criminal action or proceeding, the party had no reasonable cause to believe his conduct was unlawful. The decision of the Board of Directors whether or not to indemnify a person shall be made in the manner required by law.

Sec. 12 Code of Conduct

Each Board Member and Trustee shall annually complete and return the Chamber's Code of Ethics and Conduct agreement.

**ARTICLE VII - OFFICERS**

Sec.1. Election

The Board of Directors, both incoming and outgoing, shall hold an organizational meeting each September. At this meeting the Board shall elect the Chairman of the Board, Chairman-Elect, and Treasurer. Officers will be elected from Directors of the new Chamber Board. All officers shall serve for a term of one (1) year or until their successors assume the duties of office and they shall be voting members of the Board of Directors.

Sec. 2. Chairman

The Chairman 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. The Chairman of the Board shall, with the advice and counsel of the President, assign chairmen to divisional or departmental responsibility, subject to Board of Directors approval.

Sec. 3. Chairman-Elect

The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman of the Board in the absence or disability of the Chairman of the Board. The Chairman-Elect shall also serve as head of the Business Plan Committee of the Chamber. As such the Chairman-Elect and Committee will be responsible for determining that the program activities of the Chamber are directed toward achieving the mission and objectives of the Chamber.

#### Sec. 4. Immediate Past Chairman

If the sitting Chairman of the Board of Directors is unable to serve his or her complete term then the immediate Past Chairman shall serve in that capacity and complete the balance of the unexpired chairperson's term.

#### Sec. 5. 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 cause a monthly financial report to be made to the Board.

#### Sec. 6. President

The President shall be the Chief Administrative and Executive Officer. The President shall serve as secretary to the Board of Directors and cause to be prepared notices, agendas and minutes of meetings of the Board.

#### Sec. 6a. General Duties of President

The President shall serve as advisor to the Chairman of the Board and Business Plan Committee on program planning and shall assemble information and data and cause to be prepared special reports as directed by the Business Plan of the Chamber.

#### Sec. 6b Status of President

The President shall be a nonvoting member of the Board of Directors, the Executive Committee, the Finance Committee and all committees.

#### Sec. 6c. Business Plan Duties of the President

With the assistance of the Committee Chairman, the President shall be responsible for administration of the Business Plan in accordance with the policies and regulations of the Board of Directors.

#### Sec. 6d. Supervision of Employees

The President shall be responsible for hiring discharging, directing and supervising all employees in accordance with the procedures and policies established by the Board of Directors. All employees shall report directly to the President.

#### Sec. 7. Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors on ministerial non-policy decisions and emergency matters when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the Chairman of the Board, Chairman-Elect, Immediate Past Chairman, Treasurer, Legal Advisor, Financial Advisor and one (1) additional member appointed by the Chairman of the Board. It shall determine the agenda for each meeting of the Board of Directors. They shall act as the Compensation Committee and facilitate the President's performance review and annual compensation adjustment.

#### Sec. 8. Finance Committee

The Finance Committee shall review and approve the monthly financial statement and shall cause to be compiled annually the books and accounts of the Chamber at the close of business for the fiscal year and shall report its findings to the Board of Directors. The membership of the Finance Committee shall be the Treasurer, another Director appointed by the Chairman or the Board and the President.

## **ARTICLE VIII – COUNCILS/COMMITTEES/TASK FORCES**

### Sec. 1. Creation

The Board of Directors may create such division as councils, committees and task forces as it deems advisable from time to time to advance the Chamber's business plan. The Board shall also authorize and define the terms of existence, specific powers and duties of all councils, committees and task forces and shall annually review and approve their activities.

### Sec. 2. Scope of Authority

Councils, committees and task forces shall make investigations, conduct studies, make recommendations to the Board of Directors and engage in such other activities as may be specifically authorized or delegated to them by the Board of Directors. No action or resolution of any kind shall be enacted or taken by any council, committee or task force which shall be or purport to be binding upon or constitute an expression of the policy of the Chamber until it shall have been approved by the Board of Directors.

### Sec. 3. Duties and Chairman Appointments

The duties of the council, committee, task force chairmen 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 Chairman of the Board and the Board of Directors. New council, committee, task force chairman shall be appointed Chairman of the Board of Directors and approved by the Board of Directors. Chairman of the existing councils, committees and task forces shall be elected by the council, committee or task force on an annual basis by the members of the committee.

### Sec. 4. Membership

The councils, committees, task forces Chairman may, with the consent of the Board of Directors populate their group with members of the Chamber of Commerce.

### Sec. 5. Council Bylaws

Councils must have a separate set of bylaws that are approved by Chamber Board of Directors and must report to the Board of Directors monthly their financial standing and activities. These council bylaws shall not super cede the bylaws for the Chamber and can be amended by the Chamber Board of Directors at its discretion.

## **ARTICLE IX– FINANCES**

### Sec. 1. Accounts

The Board of Directors of the Chamber of Commerce may from time to time set up separate funds to and from which it may authorize payments and disbursements are to be made. All other money paid the Chamber shall be placed in a general operating fund.

### Sec. 2. Disbursements

Upon approval of the budget, the President 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.

### Sec. 3. Fiscal Year

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

### Sec. 4. Budget

Prior to the beginning of the next fiscal year the Finance Committee shall create a budget for the coming year and submit it to the Board of Directors for approval.

Sec. 5. Records

The financial records of the Chamber will be available for review by any member of the Chamber by appointment during regular business hours.

Sec. 6. Bond and Directors and Officers Insurance.

The President 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. The Chamber shall maintain directors and officers liability coverage paid for by the Chamber.

## **ARTICLE X- DISSOLUTION**

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purpose.

## **ARTICLE XI - ROBERTS RULE OF ORDER**

The current edition of Roberts Rules of Order 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 the Board of Directors, by a majority vote of those Directors present at any regular or special meeting, providing the notice for the meeting includes proposals for amendments. All Chamber members shall be notified of proposed changes to the bylaws, time, date, and place of said meeting.

## **ARTICLE XIII – DEFINITIONS**

Sec. 1. Notice

Notice of any matter of which notice is to be given under these Bylaws may be given by one or more of the following methods: inclusion in the organizational newsletter, United States mail, e-mail, or facsimile transmission. Notice may be posted on the Chamber website but at least one other method of Notice shall also be used.

Sec. 2. Gender

The reference to or use of a term, which is one gender shall include the other gender.

Sec. 3. Captions

The captions and title of the various articles and section of these Bylaws are for convenience and reference only and in no way limit or expand the scope or intent of any part of these Bylaws.

Sec. 4 QUORUM

A majority of the elected & appointed voting directors shall constitute a quorum.

## **ARTICLE XIV – MISCELLANEOUS**

No failure to comply with any procedure of the bylaws shall constitute a precedent by the Board of Directors or excuse for any other failure to comply with these bylaws.