

**Sumter County  
Chamber of Commerce**

**BY – LAWS**

**Accepted by Sumter County Chamber of Commerce  
General Membership  
January 20, 2012**

**BY-LAWS  
OF  
SUMTER COUNTY CHAMBER OF COMMERCE, INC.**

**ARTICLE ONE – NAME**

The name of this corporation shall be the Sumter County Chamber of Commerce, Inc., herein referred to as the Chamber or the Corporation.

**ARTICLE TWO – PURPOSE**

A. The Sumter County Chamber of Commerce, Inc shall be a Florida not-for-profit corporation, organized to promote and perpetuate the business, professional, commercial, manufacturing, educational, recreational and civic interests of Sumter County and its trade area; to develop a unified public spirit through cooperation with other organizations and groups in Sumter County and discretion of the Board of Directors, contribute financially or otherwise to such groups and organizations engaged in work for the good of all, whereby unified effort may be put forth in support of the county to make a more prosperous, beautiful and better place in which to live and work.

B. The corporation shall be non-partisan, non-sectional, and non-sectarian. The Chamber shall support better government and the election process.

C. The Chamber shall observe all local, state and federal laws, which apply to not-for-profit organizations as defined in Section 501-C-6 of the Internal Revenue Code.

**ARTICLE THREE – SEAL AND INSIGNIA**

A. This corporation shall have a corporate seal, which shall have inscribed thereon the name of the corporation, the year of incorporation and the words “CORPORATE SEAL, FLORIDA”.

B. The corporation may have such official insignia as the Board of Directors may determine.

**ARTICLE FOUR – MEMBERSHIP**

A. Definition of Membership- Any person, corporation, association, partnership or other entity interested in the general welfare of Sumter County and the surrounding territory shall be eligible for membership in this corporation and shall pay dues as set forth in Article Eleven of these By-Laws

B. Categories- Membership in the corporation shall include five classes as follows:

1. Business Membership
2. Individual Membership
3. Honorary Membership

4. Not-for-Profit Organizations

5. Association Membership

C. Honorary Life Membership- Honorary life membership may be awarded to a person distinguished in public affairs or community service. Honorary Members may hold an office, and vote in the corporation; they may be elected to the Board of Directors and in this capacity are subject to ARTICLE V - BOARD OF DIRECTORS.

The following procedures shall be followed in conferring Honorary Membership: (1) Proposal to confer honorary membership may be made in writing to the Board of Directors by any member of the corporation in good standing; (2) The name shall be placed in nomination at a Board of Directors meeting with a brief statement of the reasons for nomination (3) Election shall be by a majority vote of the Board of Directors present.

D. Conference of Membership- The following procedures shall be followed when conferring membership of any other than Honorary. Applications for membership must be in writing on forms provided by the chamber and signed by the applicant and names submitted to the Board of Directors. Membership applications are not final until the membership investment has been received and membership has been approved by the Board of Directors.

E. Expulsion- Any member may be expelled by a two-thirds vote of the Board of Directors, present and voting at a regularly scheduled Board of Directors meeting for conduct unbecoming a member or prejudicial to the purpose or reputation of the chamber, after notice or opportunity for a hearing are afforded to the member being considered for expulsion.

#### **ARTICLE FIVE – BOARD OF DIRECTORS**

A. Definition-The Board of Directors shall have general control and management of the property and business affairs of the corporation. It shall have the power to remove, except as herein otherwise provided, any member, director or officer of the corporation at any time for good cause. In addition to the powers and authorities expressly conferred upon it by these By-Laws, the Board of Directors may exercise such powers and do all such lawful acts and things not reserved or delegated to any other body or subdivision of the corporation.

B. Ineligibility-No person shall be eligible to be elected as a Director or serve as a Director who is not a member in good standing. Members of the Board of Directors must be an honorary member, a paid-up member or an employee of a paid-up member.

C. Term Limits- Board members may not serve more than two consecutive regular terms without one year of interrupted service. See Vacancies- Refer to ARTICLE FIVE, SECTION G.

D. Composition-The Board of Directors shall consist of at least fifteen members; each Director being elected for staggered three-year terms. Every effort will be made to solicit countywide representation and diversity on the Board of Directors.

E. Ex-Officio- The Board of Directors may include non-voting Ex-Officio positions as determined by the Board of Directors. The Ex-Officio roles may not be assigned.

#### F. Selection and Election of Directors

1. Nominating Committee. At the regular June board meeting, the Chairman of the Board shall appoint the Vice President to serve as the Chairman of the nominating committee. The Vice-President will select up to three members, in good standing, of the Chamber to serve on the committee.

Prior to the September Board meeting, the Nominating Committee Chairman shall present to the Executive Committee a slate of at least five candidates to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

2. Publicity of Nominations. Upon approval by the Executive Committee and the Board of Directors; the Executive Director shall immediately notify the membership of the names of persons nominated as candidates for directors in the right of petition report of the Nominating Committee.

3. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least five 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.

4. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of at least five candidates shall be declared elected by the Board of Directors at or before their regular October Board meeting.

5. Candidates by Petition- If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for up to five candidates only. The Executive Director shall mail this ballot to all active members at least 15 days before the November board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten days. The Board of Directors shall at its regular December board meeting declare the candidates with the greatest number of votes elected.

G. Vacancies-Any seat vacated prior to completion of the existing term will be filled by nomination and election by a majority of the Board of Directors and only for the remainder of the unexpired three-year term of office, which shall not apply to the two-term limit.

I. Staff-The Board of Directors is authorized to contract or employ an Executive Director to manage the office of the Chamber. The Executive Director shall hire and terminate employees as may be necessary. Salaries are to be set and agreed upon by the Board. All employees report to the Executive Director. The Executive Director reports to the Board.

The Board retains the right to add or eliminate positions as necessary. The Executive Director will serve as a non-voting member of the Board of Directors.

J. Legal Limitations- The Board of Directors may adopt policies for conducting the business of the corporation that are not in conflict with the Articles of Corporation, these By-Laws, or the laws of the United States of America or the State of Florida.

K. Meetings- The Board shall meet monthly, the time to be fixed by the Board, the place to be selected by the President.

Special meetings of the Board may be called at any time by the President, or by any three Directors, provided that, when called, a notification shall be given to all Board Members by telephone, email, and fax or in other writing. Meetings may be cancelled by a 2/3 majority vote of the Board of Directors.

L. Quorum - A majority of the Members of the Board of Directors shall constitute a quorum.

M. Attendance- All members of the Board of Directors are expected to attend all scheduled Chamber Board meetings.

Any Board member who is absent for two (2) regular board meetings in succession may be replaced as a Board Member unless the reason is satisfactory and acceptable to the President. Unexpired terms are to be filled as outlined in Vacancies. Refer to ARTICLE FIVE, SECTION G.

N. Past President- The immediate Past President retains full board privileges if their term is unexpired. The immediate past President of the corporation shall be included on the Board of Directors for a period of one year as a non-voting, ex-officio member, if their board term is expired.

## **ARTICLE SIX – OFFICERS**

A. Definition-At a Board of Directors meeting prior to the annual meeting, the Board of Directors shall meet and elect officers for the ensuing year: A President, Vice President, Secretary and Treasurer. All officers shall be current members of the Board of Directors. Any person may hold two offices simultaneously, except the President. Any officers may serve successive terms.

B. Duties and Powers- The duties and powers of the officers of the corporation shall be such as are, by general usage, indicated by the title of the respective office, such as are required by law, and such as may be assigned to them respectively by the Board of Directors from time to time.

C. President-The President shall have served at least one full year on the Board of Directors. The President shall serve for the term of one year from the annual meeting or until a successor is elected and installed.

1. The President shall be chief officer of the Sumter County Chamber of Commerce, Inc. and shall preside at all meetings of the chamber and shall be an ex-officio voting member on all committees.

2. The President shall assist in formulating and promoting the general program of the Sumter County Chamber of Commerce, Inc.

3. The President shall, with the assistance of the Vice President, execute and administer the policies of the chamber as established by the membership, Board of Directors, and Executive Committee.

4. The President may require officers and Directors to make regular or special reports at such time as prescribed.

The President shall appoint all standing and special committees or subcommittees and require reports as deemed necessary. Authority if any shall be conferred at the time of appointment.

D. Vice President-The Vice President shall serve for the term of one year from the annual meeting or until a successor is elected and installed.

1. The Vice President shall serve as first assistant to the President and perform the duties of the President in the event of the President's temporary disability or absence from meetings.

2. The Vice President shall succeed to the Presidency in the event of the death or resignation of the President, assuming all powers and duties of that office and shall serve for the remaining term of the President.

E. Secretary-The Secretary of the chamber shall maintain accurate minutes of the Board of Directors meetings, and such other duties as may be directed. In the absence of the Secretary the President shall appoint a recording Secretary.

All minutes will be submitted in writing three (3) business days prior to the next scheduled board meeting to the Executive Director to be included in the next meeting packet. The Executive Director will forward minutes to the Board of Directors upon receipt.

F. Treasurer:

1. The Treasurer shall be chairman of the Financial Committee.
2. The Treasurer shall be responsible for the monthly reconciliation of the chamber accounts
3. The Treasurer shall make monthly reports to the Board of the receipts, disbursements and financial conditions of the Chamber.
4. The Treasurer shall report the findings of the annual audit and the recommendations of the Auditors to the Finance Committee and Board of Directors.
5. The Treasurer shall be responsible for all other fiscal matters as assigned by the President.
6. The Treasurer shall perform such other duties as the Board of Directors may require.

#### **ARTICLE SEVEN – STANDING COMMITTEES**

A. Definition- In addition to the Board of Directors, the Sumter County Chamber of Commerce shall have two standing committees; the Executive Committee and the Finance Committee.

B. Executive Committee- There shall be an Executive Committee which shall be composed of five members selected as follows. (1.) President (2.) Vice President (3.) Secretary (4.) Treasurer (5.) Immediate Past President. The Executive Director shall also serve as a non-voting member of this committee.

1. Meetings-The Executive Committee shall meet monthly at such times and places as it shall determine or upon the call of the President or a majority of its members. Meetings may be cancelled at the discretion of the President and with the support of a quorum.
2. Quorum- A quorum of the Executive Committee shall consist of three members.
3. Process-The Executive Committee may refer matters brought before it to the proper standing committee, which it may designate, or to the Board of Directors.

4. Authority-The Executive Committee shall act with the full power of the Board of Directors between regular board meetings. Any action of the Executive Committee will require ratification of by the Board of Directors at the next meeting of the Board of Directors, which a quorum is present.

C. Finance Committee: There shall be a Finance Committee, which shall be composed of five members selected as follows: (1)The Treasurer shall serve as Chairman of the Finance Committee (2) The President (3) Three at-large members who will be appointed by the President after consultation with the Treasurer. The Executive Director will serve as a non-voting member of this committee.

1. Meetings-The Finance Committee shall meet monthly at such times and places as it shall determine or upon the call of the Treasurer or a majority of its members. Meetings may be cancelled at the discretion of the Treasurer and with the support of a quorum.

2. Quorum- A quorum of the Finance Committee shall consist of three members.

3. Process-The Finance Committee may recommend or approve expenditures or refer matters brought before it to the Executive Committee or the Board of Directors. All expenditures approved by the Finance Committee must be reported to the Board of Directors at the next regular meeting of the Board of Directors.

4. Budget-The Finance Committee shall prepare, and the Treasurer shall present, the budget for the upcoming fiscal year to the Board of Directors for approval at the December meeting.

5. Authority-The Finance Committee may recommend or authorize expenditures between regular board meetings. Recommendations should be made to the Executive Committee and will require ratification by the Board of Directors at the next meeting of the Board of Directors, which a quorum is present. Authorized expenditures will be reported to the Board of Directors at the next regular Board Meeting.

#### **ARTICLE EIGHT – ANNUAL & SPECIAL MEMBERSHIP MEETINGS**

A. The annual meeting of the Sumter County Chamber of Commerce shall be held in January of each year.

B. Twenty-five members in good standing shall constitute a quorum for the transaction of business at the annual meeting of the Corporation.

C. The President or the Board of Directors may call a special meeting of the members whenever it may be considered necessary or desirable.

D. The Board of Directors shall call a special membership meeting upon the receipt of a petition signed by not less than ten (10) percent of the members in good standing.

E. The Executive Director shall give written notice of the annual and special membership meeting to each member in good standing by mail, email or fax, as is reflected by the records of the Corporation. The notice shall be sent at least fifteen (15) days but not more than thirty (30) days prior to the meeting date.

F. The following number of votes shall be available to the members:

Each Business Member shall be entitled to one vote.

Each Individual Member shall be entitled to one vote.

Each Honorary Member shall be entitled to one vote

Each Not-For Profit Organization shall be entitled to one vote

Each Association Member shall be entitled to one vote.

G. No proxy votes shall be cast by the members at any membership meeting.

### **ARTICLE NINE – RULES OF PROCEDURE**

The Board of Directors shall adopt written regulations, not inconsistent with the provisions of these By-Laws, to provide for the orderly conduct of all meetings of the Corporation and its affairs and its elective or appointed subdivisions. A written record shall be maintained at the chamber office of all such regulations, adopted by the Board of Directors.

In the absence of specified rules, Roberts' Rules of Order (Revised) shall be observed in conducting the meeting.

### **ARTICLE TEN – PROGRAM OF WORK**

A. Planning the Program of Work-The President will call a meeting during the first quarter of each fiscal year for the purposes of strategic planning in order to develop a program of work.

B. Developing the Program of Work- Each Board Member may be assigned to one or more committees by the President. The President may construct or form committees as deemed necessary depending on the program of work.

C. Committee Attendance- All members appointed to committees are expected to attend all scheduled committee meetings. Any committee member who is absent from two (2) regular committee meetings in succession may be replaced unless the reason is satisfactory and acceptable to the President.

### **ARTICLE ELEVEN – DUES**

A. Dues -The amount payable as membership dues shall be established by the Board of Directors and may be amended by them.

B. Dues will be paid in full with the application for membership, and then will be due in full annually on the anniversary date.

C. Honorary Members shall pay no dues.

D. Delinquency-Memberships become delinquent after 30 days. Memberships may be discontinued after 60 days at the discretion of the Executive Director. Under no circumstances shall a membership delinquency exceed 120 days roll.

## **ARTICLE TWELVE – FINANCE**

A. The fiscal year of the Corporation shall be from January 1 through December 31.

B. There shall be a Finance Committee. The Finance Committee shall prepare, and the Treasurer shall present, the budget to the Board of Directors for approval at the December meeting. Funds shall be disbursed only in accordance with the provisions thereof or as may be ordered by the Board of Directors or the Finance Committee and reported to the Board of Directors at the next regular Board meeting.

1. All officers/employees handling funds of the Corporation may be bonded in such amounts as may be fixed by the Board of Directors, the expense of such bonds to be paid by the Corporation. The requirement for bonding shall be at the discretion of the Board of Directors.

2. In January of each year the President shall appoint an Auditing Committee consisting of one Director, who will serve as Chairman, and two non-Directors of the Corporation, to audit the books of the Corporation annually and review systems, procedures, and internal control, to present appropriate comments and recommendations thereon at the April meeting.

C. The annual budget shall contain expense appropriations for capital and operational expenditures to be made from the funds of the Corporation.

D. All money of this corporation shall be deposited in approved, legally established bank accounts and disbursed from such accounts. The corporation shall, whenever possible, invest any idle funds available in excess of the normal day to day requirements in U.S. Government insured deposits or U.S. Government Securities unless approved specifically by the Board of Directors.

E. All requests for funds not budgeted shall be submitted to the Finance Committee for consideration and approved and reported to the Board of Directors.

## **ARTICLE THIRTEEN – LOCATION**

The primary office of this corporation shall be within Sumter County, Florida.

## **ARTICLE FOURTEEN – INDEMNIFICATION**

The Corporation shall provide Directors and Officers insurance and indemnify every Director and every Officer of the Corporation, against expenses and liabilities, including counsel fees,

reasonably incurred by or imposed upon him/her in connection with any claim or the settlement of any claim to which he/she may be a party, or in which he/she may become involved by reason of his/her being or having been a Director or Officer of the Corporation, whether or not he/she is a Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be otherwise entitled.

#### **ARTICLE FIFTEEN- AMENDMENTS**

These By-Laws may be amended by a majority vote of the Members at any membership meeting of the corporation or by a two-thirds affirmative vote of the Board of Directors at any meeting of the said Board, provided notice of the proposed action has been sent by mail, email or fax, together with the time and place of such meeting (21 days notice to commence on the date said notice is placed in the US mail) to each member in good standing and each Board Member at twenty-one days prior to such meeting, provided however that the Board of Directors shall not make or alter any By-Law fixing their number, qualification or term of offices

#### **ARTICLE SIXTEEN – DISSOLUTION**

A. The Corporation may be dissolved by resolution adopted at any annual or special meeting of the membership in accordance with Florida Law.

B. In the event of dissolution, the Board of Directors shall dispose of all of the assets of the Corporation remaining after the claims of creditors have been satisfied, to corporations operating solely for similar not-for-profit corporations operating under the Internal Revenue Service code of the United States or to Federal, State, of City Governments, for public purposes.

C. These by-laws must be reviewed bi-annually by a committee appointed by the President.

These By-Laws were initially adopted on December 20, 1984, revised on January 8, 1987, and revised on May 8, 1990, adopted January 18, 1996, amended on December 12, 2002, and adopted January 10, 2003, amended on December 2, 2008, and adopted on January 23, 2009 by general membership, amended on June 7, 2011, and adopted on January 20, 2012, and are now amended on July 10, 2012, and adopted on January 26, 2013.

ATTEST: SUMTER COUNTY CHAMBER OF COMMERCE

BY:

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PRESIDENT

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CORPORATE SECRETARY