

**BYLAWS**

**THE GREATER OVIEDO CHAMBER OF COMMERCE, INC.**

**dba**

**THE OVIEDO-WINTER SPRINGS REGIONAL CHAMBER OF COMMERCE**

Amended on February 19, 2013

**PREAMBLE**

The purpose of this organization shall be to

1. Advance the business, professional, and civic interests of the greater Oviedo and Winter Springs area under the free enterprise system;
2. Encourage the growth of existing business activities while giving all proper assistance to any new firms or individuals seeking location in the area;
3. Support all activities beneficial to the area as a whole and its citizens, and to oppose those detrimental;
4. Equally represent in a nonpartisan manner;
5. Promote the business and civic welfare of all citizens following those policies intended to accomplish the greatest good for the greatest number.

To best achieve these aims, the following bylaws have been adopted:

**ARTICLE I. GENERAL**

**Section 1. Name**

The organization is incorporated under the laws of the State of Florida as The Greater Oviedo Chamber of Commerce, Inc., doing business as The Oviedo-Winter Springs Regional Chamber of Commerce (hereinafter referred to as the Chamber). Its principal office shall be located within the corporate limits of the cities of Oviedo or Winter Springs. Any and all permanent records shall be kept at such a place as may be designated by the Board of Directors.

**Section 2. Objectives**

The purpose of this organization shall be to promote the general welfare and prosperity of the Greater Oviedo and Winter Springs area - including, but not limited to Oviedo, Winter Springs, Casselberry, Longwood, Chuluota, Geneva, UCF, and Research Park - so that its citizens and all

areas of its business community shall prosper. Particular attention and emphasis shall be given to economic, civic, commercial, educational, industrial, and agricultural interests of this area.

**Section 3. Non-Partisanship**

The Chamber shall be non-partisan, non-sectarian, non-profit, and neither shall take part in nor support the election or appointment of any city, county, state, or federal office. No member may endorse any person for city, county, state, or federal non-elective office, committee, or board on behalf of the Chamber.

**Section 4. Limitation of Authority**

No action by any member, employee, president, or officer of the Chamber shall be binding upon or constitute an expression of the policy of the Chamber until it has been approved or ratified by the Board of Directors.

**ARTICLE II. MEMBERSHIP**

**Section 1. Individual Membership**

Individual membership shall be available to any person representing him/herself and expressing an interest in the Chamber.

**Section 2. Business and Organizational Membership**

Business and Organizational memberships shall be available to businesses and/or organizations expressing an interest in promoting business in Florida. The business or organization will only be allowed to designate one person to vote and hold elective office pursuant to these bylaws.

**Section 3. Friends of the Chamber Membership**

A Friends of the Chamber (FOTC) membership is available to individuals, businesses or organizations interested in supporting the Chamber and participating and promoting their entities in an enhanced way. FOTC memberships require a higher annual investment than a single membership and include non-voting membership for all affiliated businesses with the same name within the Chamber service area, recognition as a Friend and other benefits throughout the calendar year. The business or organization will only be allowed to designate one person to vote and hold elective office pursuant to these bylaws.

**Section 4. Partners in Progress Membership**

A Partners in Progress (PIP) membership is available to individuals, businesses or organizations interested in supporting the Chamber and participating and promoting their entities in an enhanced way. PIP memberships require a higher annual investment than a single membership and include non-voting membership for all affiliated businesses with the same name within the Chamber service area, recognition as a Partner and other benefits throughout the calendar year.

The business or organization will only be allowed to designate one person to vote and hold elective office pursuant to these bylaws.

#### **Section 5. Trustee Membership**

Trustee membership is available to a limited number of individuals, businesses or organizations interested in supporting the Chamber with a higher level of investment and participating and promoting their entities in an enhanced way. Trustee level membership includes non-voting membership for all affiliated businesses with the same name within the Chamber service area, recognition as a Trustee as well as other benefits throughout the calendar year, and executive representation on the Trustee Council that works to formulate a united vision for the Chamber and its role in our region as we move forward. Trustee membership requires approval by a majority vote of the Board of Directors. The business or organization will only be allowed to designate one person to vote and hold elective office pursuant to these bylaws.

#### **Section 6. Honorary Membership**

Lifetime honorary membership may be conferred by majority of the Board of Directors to any person whose abilities and high moral character and values are deemed worthy of such distinction and confer upon such person the full privileges of membership in the Chamber with the exception of having the right to vote or to serve as an officer or director of the Chamber.

#### **Section 7. Membership Procedures**

Membership applications shall be submitted to the Board of the Directors together with payment of the first year's membership dues. Membership shall be available to all businesses, organizations, or individuals seeking membership and shall not be considered on the basis of race, creed, sex, or other affiliation.

#### **Section 8. Rights and Privileges of Members**

Individual and business/organizational members shall have the right to participate in the discussion and transaction of the business of the Chamber, to vote in any meeting of the general membership and to hold elective office. Members shall have the right to participate in all Chamber events, receive Chamber newsletters, and be entitled to access of all actions taken by the Board of Directors of the Chamber. Honorary members, student members, and affiliate members shall have all rights of individual and business/organizational members other than the right to vote at meetings of the membership and to serve as an officer or director of the Chamber.

#### **Section 9. Right to Deny Membership**

The Chamber reserves the right to deny membership to any person or organization if such membership conflicts with the purpose of the Chamber as stated in the Preamble to these bylaws or if such membership, as determined by majority vote of the Board of Directors at any Board meeting, inordinately diminishes or brings into question the reputation or image of the Chamber.

## **Section 10. Termination**

The Board may, at its sole option, terminate the membership of any member for the following reasons:

- a. Failure to pay membership dues within 60 days from the date payable;
- b. Resignation;
- c. Conduct detrimental to the purpose of the Chamber.

In the event of death, resignation, or expulsion there shall be no rebate of dues or any portion thereof. Termination will occur by a majority vote of the Board of Directors after a member has received notice of termination and allowed the opportunity to be heard at the meeting of the Board of Directors.

## **Section 11. Reinstatement**

Any member who has been terminated may apply for reinstatement by written request to the Board of Directors. Such request must receive a majority vote at any special or regular meeting of the Board of Directors.

# **ARTICLE III. MEMBERSHIP MEETINGS**

## **Section 1. Regular Meetings**

Regular membership meetings are determined to be the monthly luncheon meetings.

## **Section 2. Special Meetings**

A special meeting shall be called by the Chair upon petition in writing by four (4) or more members of the Board of Directors. Notice of a special meeting shall be given to each member via mail, e-mail, fax, or newsletter at least ten (10) calendar days prior to each meeting. Such notice shall state the date, time, location and the purpose(s). For purposes of conducting business a majority shall be defined as a majority of those members in attendance in good standing and shall constitute a quorum for any meeting of the membership.

## **Section 3. Annual Meetings**

The Board of Directors shall provide for an annual meeting of the members each year. Written notification via mail, e-mail, fax, or newsletter shall be provided to the membership not less than twenty (20) calendar days prior to said meeting.

## **Section 4. Quorum**

The members present at the annual meeting shall constitute a quorum and the members present at any regular or special meeting shall constitute a quorum.

**Section 5. Voting**

Every member in good standing is entitled to one (1) vote in any membership meeting, election of the directors of the Chamber, and to approve any other motion presented before the membership. A member in good standing shall be any member whose dues and financial obligations to the Chamber have been paid.

**ARTICLE IV. DUES AND ASSESSMENTS**

**Section 1. Dues**

The annual dues of the members of the Chamber shall be in such amounts as are fixed by a majority of the Board of Directors present and voting at any regular meeting or special meeting called for such purpose. All dues are due on each member's anniversary date or in installment payments as authorized by the Chamber and are non-refundable.

**Section 2. Nonpayment of Dues and Assessments**

All statements for dues shall be sent to all members at least thirty (30) calendar days prior to their anniversary date and will be due on their anniversary date or in installment payments as authorized by the Chamber. Members will be responsible for any dishonored check.

**ARTICLE V. BOARD OF DIRECTORS**

**Section 1. Authority**

Full control of the affairs of the Chamber shall be vested in the Board of Directors hereinafter referred to as the Board.

**Section 2. Quorum**

All activities of the Board shall be conducted at meetings at which a quorum is present. A quorum shall be met when 50% of elected, voting Board members are present.

**Section 3. Composition**

The Board is the policy-making body of the Chamber. Its members represent business and professional leadership of the community. The Board consists of members serving staggered three-year terms and the Immediate Past Chair. The number of Board members is as follows:

18 members + 1 past president + 2 ex-officio officers

The Board will have all decision and policy-making authority for the Chamber based upon the bylaws of the Chamber.

Elected board members may re-apply for a second term. If approved for a second consecutive term, a twice re-elected Board member must leave the Board for one or more years to become eligible to stand for election as a Director of the Chamber. The terms of this limitation shall

apply to an appointed Board member if that member shall have served eighteen (18) months or more of the appointed term.

Vacancies in the Board shall be filled by the Chair with the advice and consent of the Board and require a majority vote of the Board. A replacement Board member shall fulfill the remainder of the vacated term.

#### **Section 4. Constitution**

The officers of the Board will be as follows: Chair, Chair-Elect, Immediate Past Chair, Treasurer, Secretary, Chair Membership/Ambassadors, Chair Economic Development/Government Affairs and Chair Education/Business Development. The term of office for each Officer shall be for one year with the exception of the Chair-Elect who shall serve the following year as Chair and the Chair who shall serve the following year as Immediate Past Chair.

#### **Section 5. Executive Committee**

The Executive Committee will be composed of the following officers: Chair, Immediate Past Chair, Chair-Elect, Secretary, and Treasurer. The Executive Committee will meet quarterly, or as required, to discuss problems or procedures and make recommendations to the Board. It will not have any decision-making authority.

#### **Section 6. Responsibility**

The board will serve as the legislative body of the Chamber.

##### **Section 6.1.**

The Board will prepare, or cause to be prepared, rules and procedures, other than the bylaws, which shall serve to guide the organization in the pursuance of its duties. These procedures shall include, but are not limited to, the duties and responsibilities of all individuals working within the organizational structure of the Chamber.

The Board shall provide the framework for its statements of policy or declarations on all matters affecting the economic well-being of its service area.

The Board or Chair shall have the power to create committees, as it may from time to time deem advisable, for the efficient operation of the Chamber. If and when committees are created, the Board or Chair shall define the scope of their work at the time of their creation.

The Board may appoint or employ a President/CEO to direct the affairs and carry out the policies of the Chamber, as set by the Board. The President/CEO shall serve at the pleasure of the Board. The President/CEO will supervise other Chamber employees.

## **Section 6.2. Responsibility of the Officers**

The responsibility of the present year Board Chair will be to facilitate designated meetings of the Board, act as the direct line of contact with the President/CEO or manager of the Chamber, ensure that the bylaws of the Chamber are being appropriately represented and adhered to. The Chair shall preside over meetings in a neutral manner and be non-voting unless in the event of a tie, in which case the Chair will cast the tie-breaking vote. These responsibilities are in addition to those already outlined here within the body of these bylaws.

The responsibility of the present year Chair-Elect will be to function in the capacity of The Chair of the Board in the absence or removal, on an interim basis, of The Chair. This is a voting position under normal directorial procedures, unless the Chair-Elect is fulfilling the acting duties of The Chair. The Chair-Elect will also be responsible for working with the President/CEO on an orientation program for the new slate of Board Members. These responsibilities are in addition to those already outlined here within the body of these bylaws.

The responsibility of the Immediate Past Chair will be to function in the capacity of the Chair and/or Chair-Elect in the absence or removal, on an interim basis, of The Chair and/or Chair-Elect. These responsibilities are in addition to those already outlined here within the body of these bylaws.

The responsibility of the Treasurer will be to provide detailed monthly income and expense reports at the monthly Board Meeting as specified by the bylaws of the Chamber. The Treasurer will be responsible for working with the President/CEO or manager of the Chamber as well as the Chamber's accountant or Certified Public Accountant to compile these President/CEO reports and be prepared to provide detailed explanations with the assistance of the or manager of the Chamber should the Board deem necessary. The Treasurer shall also be present during any budgetary meetings that the Board deems necessary. These responsibilities are in addition to those already outlined here within the body of these bylaws.

The responsibility of the Secretary will be to record a detailed account of meetings. The Secretary will be present to make such accounts unless appropriate arrangements are made in advance and approved by The Chair of the Board. The Secretary will be responsible for the creation and distribution of "The Minutes" of any said meeting stated above. These responsibilities are in addition to those already outlined here within the body of these bylaws.

The responsibility of the Chair of Membership/Ambassadors will be to ensure that appropriate policy and procedures are in place to ensure the retention of the Chamber's membership. The Vice President of Membership/Ambassadors will work with a designated committee(s) to facilitate any and all necessary program, promotion or function approved by the Board to ensure the retention of members. These responsibilities are in addition to those already outlined here within the body of these bylaws.

The responsibility of the Chair of Economic Development/Government Affairs will be to ensure that the Chamber and the Board of Directors are maximizing any and all Economic Development opportunities in our region while keeping the Board and the Chamber apprised of any or all City, County or State policies or proposed changes to existing policies that may impact the local

and regional economy. The Chair of Economic Development/Government Affairs will work towards ensuring that the Board is creating and fostering partnerships with surrounding governmental agencies and exploring all opportunities to foster regional economic development activities. These responsibilities are in addition to those already outlined here within the body of these bylaws.

The responsibility of the Chair of Education/Business Development will be to ensure that the Chamber and the Board are maximizing all opportunities to strengthen or improve the quality of education in the defined service areas. This includes recommending chamber programs and seminars that enhance membership value and participation. These responsibilities are in addition to those already outlined here within the body of these bylaws.

### **Section 7. Conflict of Interest**

Every Director or other Officer of the Chamber who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a Director or other Officer of the Chamber shall disclose to the Board the fact and nature and the extent of the conflict.

### **Section 8. Removal of Directors**

Any Director may be removed by vote of two-thirds of the members of the Board at a special meeting called for that purpose or at the monthly Board meeting. Four absences from Board meetings in a calendar year shall be grounds to remove any Director.

### **Section 9. Officers Vacancy**

The Board shall fill any vacancy occurring for any reason as soon as possible after it occurs. The vacancy shall be filled from current board members.

### **Section 10. Ex-Officio Directors**

The Mayor of the City of Oviedo, or another elected member of the Oviedo City Council as may be designated from time to time by the Mayor of Oviedo in a written notice to the Chair, shall serve as an ex-officio member of the Board of Directors.

The Mayor of the City of Winter Springs, or another elected member of the Winter Springs City Commission as may be designated from time to time by the Mayor of Winter Springs in a written notice to the Chair, shall serve as an ex-officio member of the Board of Directors.

Ex-officio members of the Board of Directors shall have all rights and privileges of a member of the Board of Directors, including without limitation the right to attend all meetings of the Board of Directors and to enter into discussions at said meetings, except that ex-officio members of the Board of Directors shall not have the right to make motions or to vote in the determination of any matters to come before the Board of Directors.

Ex-officio members of the Board of Directors shall neither be subject to election to the Board of Directors in accordance with Article VI of these bylaws nor be subject to removal from the Board of Directors in accordance with Section 8 of this Article V of these bylaws.

## **ARTICLE VI. ELECTION OF DIRECTORS**

### **Section 1. Elections**

Directors shall be elected by the membership of the Chamber at the November monthly general meeting, where a quorum is present, by acclamation or vote.

### **Section 2. Eligibility**

Any member in good standing (dues paid) who has been a member for at least six (6) months may be nominated, provided that no Director shall be nominated to serve an additional term until one year has elapsed after their second consecutive term has expired. To be considered, a member must have some Chamber experience, such as volunteering at events, regular attendance at Chamber functions or serving on a Chamber committee. Applications for nomination must be received by the last business day in September of that election year unless nominated by petition.

### **Section 3. Nominating Committee**

A committee appointed by the Chair and confirmed by the Board shall make nominations for Directors. The nominating committee shall consist of three members of the Board (including the Chair-Elect) and two members of the Chamber who are not Directors, but are active and knowledgeable of Chamber membership. The Chair-Elect will be chairperson of the committee.

The nominating committee shall present a slate of candidates consisting of at least one person for each vacancy to be voted on at the November monthly general meeting. The nominating committee shall give due consideration to an equitable distribution of its nominees among the different types of businesses and professions represented in the membership of the Chamber. The list of nominees must be published by October 20th of that election year on the Chamber website.

### **Section 4. Nominations by Petition**

Candidates can also be nominated by petition bearing the signature of at least six (6) voting members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated (i.e., October 30). The Nominating Committee shall verify proper consent of all nominees and certify the validity of petitions.

### **Section 5. Election Procedures**

If no petition is filed within the designated period, the nominations shall be closed, and the nominated slate of candidates shall be presented to the membership by the chairman of the

Nominating Committee for the annual meeting. Those nominated shall be elected by acclamation.

If a valid petition presents additional candidates, an election using written ballots shall be conducted. The names of all candidates shall be arranged on a ballot in alphabetical order. Each voting member shall have a number of votes equal to the number of vacancies and shall cast one vote per preferred candidate. The candidates elected to the Board will be those candidates with the largest number of votes, with the number elected equal to the number of vacancies.

### **Section 6. Selection of Officers**

Following the Board election a special meeting of the incoming Board of Directors will meet in early December to nominate and elect officers for the coming year, except that the Chair shall be the prior year's Chair-Elect if that Director is also a qualified member of the incoming Board of Directors. No Directors shall be considered for the office of Chair-Elect if their term as Chair will occur after their final year of a second consecutive term of Board membership. Immediately following their term as Immediate Past Chair, their Board seat shall be open. The current year Chair will preside at this meeting. The current Board of Directors will serve until December 31. The new Officers and Board will assume their duties and office on January 1 of the New Year.

## **ARTICLE VII. CHAIR'S ADVISORY COMMITTEE**

### **Section 1. Composition**

The Chair, the Immediate Past Chair, the Chair-Elect, representatives from the Chamber, elected city officials from areas covered by the Chamber and city employees will constitute the Chair's Advisory Committee for the Chamber.

### **Section 2. Responsibility**

The Chair's Advisory Committee shall advise the Chair and make recommendations to the Board. The Chair's Advisory Committee shall have additional authority as is specifically delegated to it by the Board.

### **Section 3. Meetings**

The Chair's Advisory Committee shall meet on an as-needed basis as called by the Chair.

## **ARTICLE VIII. FISCAL YEAR**

The fiscal year for the Chamber shall be from January 1 through December 31.

## **ARTICLE IX. BONDS**

The President/CEO, and such other persons that may be designated by the Board to sign checks, shall be covered individually and collectively by bonds as in a sum as determined from time to time by the Board. Appropriate bonds as may be deemed necessary, shall cover also, such other

employees of the Corporation. All said bonds shall be executed through an approved indemnity company, and the Chamber thereof shall pay the cost.

## **ARTICLE X. DEBTS AND OBLIGATIONS**

### **Section 1. Operating Obligations**

No debt or obligation may be incurred by any person on behalf of the Chamber unless such debt or obligation has a term of ninety (90) days or less and is authorized by the budget of the Chamber or is authorized by the Board.

### **Section 2. Long-term Debt and Capital Expenditures**

Notwithstanding the terms of Article X, Section 1, long term debt as determined on a case-by-case basis may be incurred by the Chamber upon approval by a two-thirds vote of the entire Board of Directors. The purpose of such long-term debt may only be for capital improvements and must be accompanied by a budget projection for the term of the debt that exhibits a capability to service the debt.

### **Section 3. Payment**

All bills for obligations or expenses provided for in the budget may be paid by the President/CEO upon receipt of it and without further authorization. The Board may from time to time authorize the payment, with limitations provided in the authorized resolution, of bills and obligations not provided for in the budget; provided the same be first approved by the Chair, together with the President/CEO, and further provided that any such bills of obligations thus approved and paid be reported at the next scheduled meeting of the Board.

## **ARTICLE XI. AMENDMENTS**

### **Section 1. Amendment Proposal**

Amendments to the bylaws of the Chamber may be proposed by petition of ten (10) duly qualified members or by a majority vote of the Board.

### **Section 2. Amendment Adoption**

The bylaws of the Chamber may be amended by majority vote of the members attending any membership meeting or by a two-thirds vote of the Board at any Board meeting called for that purpose, provided that the Board shall not make or alter any bylaws fixing their number, qualifications, selection, or terms of office.

## **ARTICLE XII. MISCELLANEOUS**

### **Section 1. Conduct of Meetings**

“Robert’s Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws. The Chair may appoint a Parliamentarian, who shall act in an impartial manner, to advise the Chair.