



BYLAWS OF THE SOUTH TAMPA CHAMBER OF COMMERCE, INC.

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ARTICLE I – GENERAL

1. **NAME:** This organization is incorporated under the laws of the State of Florida as The South Tampa Chamber of Commerce, Inc.
2. **PRINCIPAL OFFICE:** The principal office for the transaction of the activities, affairs, and business of the South Tampa Chamber of Commerce (the Chamber) is located at 701 S Howard Avenue, #204, Tampa, FL 33606. The Board of Directors may change the location of the principal office.
3. **PURPOSE:** The Chamber is organized to advance the general welfare and prosperity of the South Tampa area (as such area is determined and defined by the Board of Directors) so that its citizens and all areas of its business community shall prosper.

“The mission of the South Tampa Chamber is to provide a forum which connects members, enhances commerce and enriches the South Tampa community.”

4. **LIMITATION:** The Chamber shall adhere to all local, state and federal laws pertaining to non-profit organizations as defined in section 501(c)(6) of the Internal Revenue Service Code and Chapter 167 of the Florida Statutes.

No member shall have any right, title, interest or privilege of, in or to any of the property or assets of the Chamber including but not limited to any earnings or investment income, nor shall any of the assets or property be distributed to any member on dissolution.

ARTICLE II – MEMBERSHIP

1. **ELIGIBILITY:** Any individual, association, firm, corporation or partnership having an interest in the objectives of the Chamber shall be eligible to apply for membership. Applications for membership shall be signed by the applicant or submitted on-line through the Chamber’s website.
2. **APPROVAL:** Any applicant shall become a Member upon payment of the appropriate membership investment and ratification by the Board of Directors (the Board) at any regular meeting.

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3. INVESTMENT: The Membership Investment Schedule shall be determined by the Board, payable annually, in advance. The Board may elect to offer a discounted rate for non-profit 501(c)3 organizations or other entities as they see fit.
4. EXERCISE OF PRIVILEGES: Any individual, association, firm, corporation or partnership holding membership may nominate individual representatives to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its representative upon written notice. For purposes of these Bylaws, references to a "Member" shall, to the extent it would be appropriate from the context of the provision, mean and include the Member's nominated representative.
5. TERMINATION:
 - a. Memberships are continuous until terminated in writing by either the Member or the President, with approval of the Board, for cause or for non-payment of the membership investment. The death, resignation or expulsion of a Member shall terminate his membership. There shall be no refund or pro-ration of dues.
 - b. Any Member terminated for cause may apply for a hearing to review all factors in the case, but the decision of the Board in such hearings is final.
 - c. Any Member who fails to pay their investment within thirty (30) days after the due date shall receive a written notice of delinquency and the Board shall be informed of the delinquent status of the account.
 - d. Any Member who fails to pay within sixty (60) days after the due date shall receive a final notice and their membership will be terminated at the next regular meeting of the Board, unless payment is made, or an extension is granted for cause by the President.
 - e. A Member terminated due to delinquency of payment may be reinstated by the President, without approval of the Board, if the membership investment is paid within six (6) months of the termination date.

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6. CLASSES OF MEMBERSHIP: Membership shall be divided into classes as outlined in these Bylaws:
- a. Class 1 Active Membership: Any individual, association, firm, corporation or partnership in good standing, regardless of their place of residence, interested in the purpose of the Chamber are eligible for membership. A Member shall be deemed to be in “good standing” if their membership investment(s) are current, they have no outstanding obligation to the Chamber, and otherwise meet all criteria addressed in these Bylaws. Active Memberships subscribed at the minimum annual base rate, as determined by the Board, or higher membership investment shall be entitled to vote and to hold office.
 - b. Class 2 Associate Membership: Members paying less than the annual base rate membership investment shall be considered Associate Members and shall not be entitled to vote or hold office (ex. Additional Location or Additional Business).
 - c. Class 3 Community Membership: Individuals who are retired or enrolled as a full-time student in the State of Florida shall be eligible for a Community Membership at a discounted annual rate determined by the board. Such members shall not be eligible to vote or hold office.
 - d. Class 4 Honorary Membership: Outstanding service in public affairs and/or to the Chamber shall make individuals eligible for nomination to a lifetime Honorary Membership. Such membership shall include all of the privileges of active membership with exemption from the payment of the membership investment. Such candidates must be recommended through the Executive Committee and approved by the Board by a majority vote and shall not be entitled to hold office or vote.

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ARTICLE III – MEETINGS

1. ANNUAL MEETING: The annual meeting of the corporation, in compliance with State law, shall be held at such time as the Board shall designate each year. Notice shall be given to the membership at least ten (10) days before said meeting via mail, email or published on the Chamber's website.
2. BOARD OF DIRECTORS MEETINGS:
 - a. The Board shall hold regular meetings at least ten (10) times per year. Special Board meetings may be called by the Chairman of the Board (the Chairman) or the President and chief executive officer (the President) with at least three (3) business days notice and must include the purpose of the meeting.
 - b. Action required to be taken by the Board between regular meetings may be conducted via email when appropriate. A proposed motion must be emailed to the full Board by the Chairman. All votes should be delivered to the Chairman. The motion must be approved by a majority vote of the Board and will be effective immediately with affirmative response. The record of the vote must be recorded by the Recording Secretary, presented at the next regular meeting of the Board, and recorded in the minutes.
7. ADDITIONAL MEETINGS: General Meetings of the Chamber may be called by the Chairman or the President at any time or upon petition in writing of ten percent (10%) of the voting Members in good standing. Notice shall be given at least ten (10) days before said meeting via mail, email or published on the Chamber's website. Committee meetings may be called at any time by the Chairman, President or Committee Chair.
8. QUORUMS: One-half (1/2) of the Members of the Board of Directors (Directors) shall constitute a quorum of the voting members of the Board or Executive Committee. Committee Meetings shall have no quorum.
9. NOTICES, AGENDAS, and MINUTES: Notice of all Chamber meetings must be given to the Members of the Board and Executive Committee at least five (5) business days in advance via mail, email or published on the Chamber's website. An agenda must be prepared for all meetings and minutes must be taken and maintained by the Recording Secretary or a designated Chamber Employee.

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ARTICLE IV - BOARD OF DIRECTORS

1. POLICY: The government and policy making responsibilities of the Chamber shall be vested in the Board, which shall control its property, be responsible for its finances, and direct its affairs.
2. MANAGEMENT: The Board shall employ a President and chief executive officer. The Executive Committee shall fix the salary and other financial considerations of employment.
3. DUTIES OF THE BOARD OF DIRECTORS: A Director's responsibility is to design and insure the successful implementation of programs and activities which benefit the Members of the organization. They are to represent the Chamber at public and private functions, become acquainted with current and prospective members and familiarize themselves with the interests of the community. The Consulting Attorney and Past Chairman will be exempt from the Board of Directors Requirements.

In addition, it shall be the stated goal of every Director to:

- a. Actively participate in one (1) Chamber committee.
 - b. Attend at least six (6) Chamber related functions per quarter (Not including Board or committee meetings).
 - c. Call new members as requested and complete new member call forms on a monthly basis.
 - d. Bring in at least two (2) new Members per year – or – provide/generate at least \$1,000 in sponsorships and/or ticket sales.
 - e. The Board of Directors Requirements are estimated to be a commitment to the Chamber of approximately four (4) to six (6) hours per month.
4. ATTENDANCE: A Director who is absent from three (3) regular meetings of the Board in any twelve (12) month period may be removed from the Board by a majority vote of the Board. The Board may consider illness or other mitigating factors at its discretion.

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5. COMPOSITION OF THE BOARD: The Board shall be composed of not less than twelve (12), nor more than fifteen (15) Members. The President and Consulting Attorney shall be non-voting members of the Board.
- a. APPOINTMENTS: Each year, three (3) Directors shall be appointed to the Board by a Nominating Committee, with approval of the Board. Each Director shall serve a three (3) year term, with the term commencing February 1st of the year immediately following his appointment and terminating January 31st, three (3) years thereafter.
 - b. VACANCIES: The Nominating Committee shall nominate a Member in good standing to fill any vacancy that exists on the Board. Nominations for vacancies shall be approved by majority vote of the current Board. Any Director appointed to fill a vacancy on the Board shall serve until the expiration of the term of the person whom that Director is replacing.

Vacancies do not have to be filled as long as the Board membership is not less than twelve (12).

Additional Directors may be appointed for 1-2 years to fill a term for a Director who has been elected as Chairman or Chair-Elect before the end of her/his term or at the recommendation of the Executive Committee as long as the total membership of the Board does not exceed 15 members.
 - c. PAST CHAIRMAN: Prior to the September Executive Committee meeting the Nominating Committee shall meet to select a Past Chairman at least five (5) years out, to serve a one (1) year term as a Director on the Board with full rights and privileges. The selected Director's term shall commence on February 1st of the year following his selection and terminate on January 31st one year after. No Past Chairman may serve more than three (3) consecutive years under this provision.
 - d. IMMEDIATE PAST CHAIRMAN: The Immediate Past Chairman of the Board shall remain a member of the full Board and the Executive Committee for one (1) additional year commencing with the expiration of his term as Chairman and shall have full rights and privileges.

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6. QUALIFICATION FOR MEMBERSHIP ON THE BOARD:

- a. All members of the Board shall be Members, or representatives of Members, in good standing with the Chamber prior to their appointment, and shall so remain at all times during their tenure.
- b. In the event the Nominating Committee wishes to appoint a non-member, or representative of a non-member, as a Board of Directors' invitee, then prior to being seated as a Director such invitee shall become a member of the Chamber.
- c. Should any Director terminate, surrender, voluntarily or involuntarily, or otherwise lose or give up his position as a Member in good standing of the Chamber, then said Director's tenure will be immediately terminated by the Board at the next regular meeting.
- d. No person employed by the Chamber on an on-going basis may be eligible to serve as a voting member of the Board.
- e. Directors and Members of all committees shall serve without compensation for their services.

7. **TERM LIMIT:** A Director who has served a full term is ineligible for election or appointment for a second consecutive term. A period of one (1) year must elapse before eligibility is restored. Directors who filled a vacancy for two (2) years or less are eligible to be appointed for a consecutive full term.

8. **PROHIBITION FROM DOING BUSINESS:** As a general practice, no Officer, Director or Employee will be allowed to do business with the Chamber during their term of office. This prohibition shall also be binding on their firm or business and can be set aside in extenuating circumstances by majority vote of the Board.

9. SELECTION & ELECTION OF THE BOARD:

- a. Each year the Chairman shall appoint, subject to approval of the Board, a Nominating Committee. The Chairman shall designate the chair of the committee. The Chairman and the President will be part of the committee as ex-officio members. The Chair-Elect shall be a full member of this committee.
- b. In the first week of August, the President shall communicate with the membership of the Chamber via mail, email or published on the Chamber's website, an application for recommendations for potential members of the Board.

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- c. At the September Board meeting, the Nominating Committee shall present to the Board a slate of three (3) candidates to serve three (3) year terms to replace the Directors whose regular terms are expiring and any additional appointments needed to reach a minimum of twelve (12) members.
10. PUBLICITY OF NOMINATIONS: Upon approval of the slate to the Board, the President will notify the membership of the names of persons nominated as candidates for the Board.
11. NOMINATIONS BY PETITION: Additional nominations shall be accepted from any member in good standing, with the consent of the nominee, and written support of twenty (20) other members in good standing upon petition and in concurrence with other provisions of these Bylaws. Any nomination petition must be sent to the attention of the Nominating Committee at the Chamber's principal office and received no later than 10 days from the date of notice.
12. ELECTION: If nominations by petition are received, or if there is a contested election, ballots will be distributed to Directors at the next regular Board meeting. Directors can be elected by a majority vote of the Board.

ARTICLE V – OFFICERS

1. EXECUTIVE COMMITTEE:
 - a. The Executive Committee (Officers) is composed of the Chairman, Immediate Past Chairman, Chair-Elect, Treasurer, Treasurer-Elect, President and Consulting Attorney. The President and Consulting Attorney are ex-officio members of the Executive Committee. The Chairman of the Board is the chair of the Executive Committee.
 - b. The Executive Committee supervises the President. Such supervision shall take the form of direction and resolution of issues between regular or special Board meetings. It shall include routine issues as well as those that, in the opinion of the Executive Committee, should be reviewed and endorsed by the Board.
 - c. In the event that the Chairman shall be unavailable to serve on the Board, his vacancy shall be filled by the Immediate Past Chairman of the Board, upon recommendation by the Executive Committee and approval by the full Board.

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- d. In the event that the Immediate Past Chairman shall be unable to serve, his vacancy shall be filled by a member of the full Board as selected by a majority vote of the full Board.

2. DETERMINATION OF OFFICERS:

- a. The Board, at a regular meeting, after confirmation of the newly appointed Directors, shall elect the Chair-Elect and the Treasurer for the next program year. If a change in Treasurer is expected, the Treasurer-Elect may be elected at an earlier meeting prior to the next fiscal year budget preparation with a majority vote of the Board. Only Directors who are currently sitting as Directors shall be entitled to vote. Directors, whose tenure does not commence until the following February 1st, shall not be entitled to vote. Officers will be elected from members of the incoming Board, except the Chair-Elect who may be elected in his third or final year as a Director. All officers shall serve for a term of one (1) year, or until their successors assume the duties of office and shall be voting members of the Board. The Treasurer may serve for consecutive years with approval of the Board.
- b. The Chair-Elect shall be elected to serve as Chairman for the program year commencing February 1st of the year after his election as Chair-Elect. The Chair-Elect shall automatically accede to the office of Chairman without further election.

3. DUTIES OF OFFICERS:

- a. **CHAIRMAN OF THE BOARD:** The Chairman shall serve as the chief elected officer of the Chamber, the Board and the Executive Committee. The Chairman of the Board shall, with advice and counsel of the President, determine all committees and select all committee chairs, subject to approval of the Board.
- b. **CHAIR-ELECT:** The Chair-Elect shall exercise the powers of authority and perform the duties of the Chairman in the absence or disability of the Chairman. This person will have the responsibility to oversee and manage the Chamber's Strategic Plan. The Chair-Elect shall also serve in any other capacity as determined by the Chairman, Executive Committee, or the Board.
- c. **TREASURER:** The Treasurer serves as the Chair of the Finance Committee, reviews the monthly financial statements, oversees the development of an annual operating budget and other financial recommendations by the Board.

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- d. **CONSULTING ATTORNEY:** The Chairman, subject to approval of the Board, shall appoint an attorney-at-law who is not a member of the Chamber's Board, to serve as the Consulting Attorney of the Chamber during his administration. The Consulting Attorney may serve for consecutive years with approval of the Board.

If a change is anticipated, notice should be provided to all member attorneys to ascertain their interest in the position. The Consulting Attorney is to provide the Board, Executive Committee, President, and Employee with legal interpretations and advice as to Chamber matters, including: Bylaw interpretations, enforcement procedures relating to bylaw requirements, Chamber rules and regulations, and rules applicable to the conduct of all Chamber meetings.

- e. **PRESIDENT:** The President shall be the chief administrative and executive officer of the organization.
- i. The President serves as advisor to the Board of Directors and the Executive Committee.
 - ii. The President shall be a non-voting member of the Board of Directors, the Executive Committee and all committees and task forces.
 - iii. The President shall serve as Recording Secretary and prepare all notices, agendas, and minutes of the meetings of the Board of Directors, Executive Committee and all committees and task forces, unless otherwise delegated by the Board.
 - iv. The President shall be responsible for administration of the program of action in accordance with the policies and regulations of the Board.
 - v. The President shall be responsible for hiring, discharging, directing and supervising all employees.
 - vi. The President shall be the designee to give testimony to make presentations before civic and governmental agencies, and to provide information to the media.
 - vii. The President shall be responsible for the preparation of a zero based operating budget covering all activities of the Chamber.
 - viii. The President shall be responsible for all expenditures within the Board approved budget.
 - ix. The Executive Committee shall prepare a list of goals before the start of each year to be presented to the President. Achievement of these goals will be used as the basis to determine adjustments in salary and/or bonuses to be awarded the President.

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4. **REMOVAL OF OFFICERS:** Any officer may be removed from office by a two-thirds (2/3) majority vote of the full Board.

ARTICLE VI – COMMITTEES

1. **APPOINTMENT AND AUTHORITY:** The Chairman, with recommendation of the President and approval of the Board, shall appoint all committees and task forces, committee chairs and task force chairs, except for the Executive Committee. The Chairman may appoint such ad hoc committees and their chairs as deemed necessary to carry out the program of the Chamber.

Appointments shall serve concurrent with the term of the appointing Chairman. It shall be the function of committees and task forces to implement the Program of Action, make recommendations to the Board and to carry on such activities as may be delegated to them by the Board.

Committees and task forces shall be discharged by the Chairman when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committees or task forces.

2. **COMMUNITY ADVISORY COUNCIL:** The Executive Committee may appoint community leaders to a Community Advisory Council to act as advisors to the President and Board on issues or items affecting the community at large.
3. **LIMITATION OF AUTHORITY:** No action by any Member, Committee, Employee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board.

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ARTICLE VII – FINANCES

1. FUNDS: All money paid to the Chamber shall be placed in a general operating fund, except for those funds earmarked for a specific distribution or purpose. Unused funds may be moved into a reserve account with Board approval.
2. DISBURSEMENTS: Upon Board approval of the annual operating budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget. Disbursements may be made by cash, check or credit card as approved by the Board.
3. FISCAL YEAR: The fiscal year of the Chamber shall close on December 31st.
4. BUDGET: The Finance Committee shall meet quarterly throughout the year. The President shall prepare and present an annual draft budget to the Finance Committee to be submitted to the Board for approval no later than the November Board meeting.

The voting members of the Finance Committee are as follows: The Chairman, Chair-Elect, Immediate Past Chairman, Treasurer, Treasurer-Elect, and Immediate Past Treasurer. The Treasurer will be the chair of the committee. The President shall serve as advisor to the committee.

5. ANNUAL AUDIT/FINANCIAL REVIEW: The accounts of the Chamber shall be reviewed annually as of the close of business on January 31st by a Member who is a Florida licensed certified public accountant. The review shall at all times be available to Members of the organization within the principal office of the Chamber.
6. INDEMNIFICATION: The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any and all current or former Officers, Directors and Employees, against expenses actually and necessarily incurred by them, including attorney's fees, in any threatened or pending lawsuit or proceedings, except those involving intentional torts or negligence, in which they are named a party, by reason of having been an Officer, Director or Employee of the Chamber.
7. BONDING: The President and such other Officers and Employee, as the Board may designate, shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

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ARTICLE VIII – DISSOLUTION

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

ARTICLE IX - PARLIAMENTARY AUTHORITY

The current edition of ROBERT’S RULES OF ORDER shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws of the Chamber.

ARTICLE X – AMENDMENTS

The Bylaws of the corporation may be amended, modified or replaced as needed by a two-thirds (2/3) majority vote of the Board at any regularly scheduled or special meeting, provided the notice of the meeting includes the proposals for amendments.

ADOPTION

The undersigned Officers of the Board of Directors of the South Tampa Chamber of Commerce do hereby certify that the foregoing Bylaws were adopted as a revision of the Chamber’s Bylaws on the date listed below. These Bylaws shall be effective as of such date.

These Bylaws were ratified on November 16, 2016

Chairman, Bill Yanger

Chair-Elect, Mike Jenkins

Treasurer, Dan Kelly

Recording Secretary, Ed Siler