



St. Cloud Greater Osceola Chamber of Commerce

Bylaws

Article I: General

Section 1: Name

This organization is incorporated under the laws of the State of Florida and shall be now as **The St. Cloud-Greater Osceola Chamber of Commerce, Inc.**

Section 2: Mission Statement

Advocating for Community and Business Prosperity

Section 3: Area

The Greater Osceola County Area or Mid Florida economic region shall mean to include the Central Florida Area.

Section 4: Limitations of Methods

The St. Cloud-Greater Osceola Chamber of Commerce shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501 (c) (6) of the Internal Revenue Code.

Article II: Membership

Section 1: Eligibility

Any person, association, corporation, partnership or legal entity having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3: Investments

Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors.

Section 4: Termination

a) Any member shall automatically be dropped from membership for nonpayment of investment after ninety (90) days from due date unless otherwise extended for good cause by majority vote of the Executive Committee. Member businesses that have closed, gone out of business, or confirmed in writing that it will not renew may, after 30 days past renewal date, be dropped from membership.

b) Any member may be expelled by a majority vote of the Board of Directors, at a regularly scheduled 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 complained against.

Section 5: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership or legal entity holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 7: Orientation

At regular intervals, orientation on the purpose and activities of the organization shall be conducted for the following groups: new directors, officers, and directors, committee chair, committees and new members.

Section 8: Notification

Notice Shall be sent to each member of record

Section 9: Representing the Chamber

No member may take upon him or herself to be representing the Chamber for the purpose of raising revenue or selling a product without the written consent of the Board of Directors. Such consent may only be given where the purpose is to benefit the Chamber.

Article III: Meetings

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during August, September or October of each year. The time and place shall be fixed by the Board of Directors and notice thereof communicated to each member at least ten (10) days before said meeting.

Section 2: General Meetings

General meetings of the Chamber may be called by the Chairperson of the Board at any time, or upon petition in writing by 2/3 of the members in good standing.

Section 3: Special Meetings

A. Special Meetings – Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings.

B. Board Meetings – May be called by the Chairperson of the Board or by the Board of Directors upon written application of FIVE (5) members of the Board. Notice (including the purpose of the meeting) shall be mailed to each director at least one (1) day prior to said meeting;

Section 4: Quorums

A. General Meetings— At any regularly called general meeting of the Chamber, ten (10) percent of the membership shall constitute a quorum; (exception being to change the basic structure of the organization or any decision to dissolve, merge or change the basis of this corporation will require a quorum of one half (1/2) of the membership plus one (1), with 4/5 of those members voting, in favor of the change or dissolution.)

B. Board Meetings—Thirty-three and one third (33 1/3) percent of elected directors shall constitute a quorum.

C. Executive Committee— Fifty (50) percent plus one shall constitute a quorum.

Section 5: Notices, Agendas, Financials and Minutes

Notice of all Chamber meetings must be given at least five (5) days in advance unless otherwise stated. An advance agenda, financial reports and minutes must be prepared for all meetings. A detailed outline for preparation of these materials shall be a part of this organization's procedures manual.

Article IV: Board of Directors

Section 1: Composition of the Board

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 directs its affairs.

The Board of Directors shall be composed of:

- a) Fifteen (15) Directors, five (5) of whom shall be appointed by the nominating committee, annually to serve for three (3) years.
- b) The incoming Chairperson of the Board may appoint, subject to the approval of the Board, up to fifteen (15) additional members to serve one-year terms.
- c) THE CHAIRPERSON, IMMEDIATE PAST CHAIRPERSON, CHAIRPERSON ELECT, FIRST VICE CHAIRPERSON shall be automatic placements on the Board, and serve on the Executive committee, if their three (3) year term limit has expired. Their term shall be in increments of one (1) year until their successors are elected and have qualified.

Section 2: Selection and Election of Directors

A. NOMINATING COMMITTEE

At the regular April board meeting, the Chairperson of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of at least (5) members of the Chamber, three (3) at-large and two (2) from the Board of Directors. The incoming Chairperson of the Board will preside over the Committee.

Prior to the June Board Meeting, the Nominating Committee shall present a slate of seven vetted individuals to serve three (3) year term to replace the five (5) 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 director. A member in good standing is identified as a debt free member and that has belonged to the Chamber for at least one (1) year. No board member is eligible to serve two (2) consecutive three (3) year terms. A period of one (1) year must elapse before eligibility is restored. All self-nominated candidates will be presented to the nominating committee to be vetted along with all other proposed candidates

All candidates will be reviewed by the Nominating Committee, and any candidate can be excluded for good cause with the approval of a majority of the Executive Committee. Good cause for exclusion shall include, but not be limited to the following:

- (i) Nepotism. Candidates shall be excluded if an immediate family member (eg. Spouse, Parent, Child, or sibling) currently serves as a member of the Board of Directors or staff of the St. Cloud

Chamber of Commerce.

(ii) Company representation. Candidates shall be excluded if the candidate's business/company is currently represented by another member of the Board of Directors. In the event multiple candidates are nominated from one (1) company, the Nominating Committee shall allow the candidates to determine which candidate shall represent the company and voluntarily withdraw the additional nominations. If the candidates do not voluntarily withdraw the additional nomination, the Nominating Committee shall select the candidate to be included in the slate of candidates presented.

B. PUBLICATION

As of the first week of April, a self-nominating form will be provided to membership and returned to Chairperson by end of business day of May 7. Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by e-mail, unless specifically requested by the member of record to receive by mail of the said report.

Section 3: Seating of New Directors

(a) New Board members shall be seated at the first Board meeting in October. Retiring directors shall continue to serve until the end of the program year.

(b) All newly-appointed Board members shall be seated as fully-vested Board members at the time of their appointment.

Section 4: Vacancies

An elected member of the Board of Directors who shall be absent from three (3) regularly scheduled meetings of the Board of Directors in a Chamber fiscal year shall automatically be dropped from membership on the Board, unless absence is approved by the Board.

Failure to perform the duties of his/her office, or taking independent action contrary to established policies of the Chamber, or conduct unbecoming of a Director representing the Chamber, shall be cause for declaring the member's position vacant. When such cause is considered necessary for the Board to take action, a Conduct Review Panel, consisting of Legal Counsel, Chair-elect, and two Board appointees drawn by lot, will hear and review the issue. If deemed appropriate, the Panel will present the issue to the full Board at a regularly called meeting of the Board. A majority vote of the Board is required to declare the member's seat vacant.

Vacancies on the Board of Directors shall be filled by the Chairperson to complete the remaining term of the unexpired seat and approved by the Board.

Section 5: Management

The Board of Directors shall employ a President and shall fix the salary and other considerations of employment.

Section 6: Indemnification

The Chamber will 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 in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability of negligence or misconduct. The St. Cloud Chamber of Commerce is required to carry E&O Insurance to protect officers and directors.

Article V: Officers

Section 1: Determination of Officers

A. SELECTION PROCESS

The Executive Committee shall at its August meeting propose a nominee for the office of First Vice Chair. The Chair-elect shall propose the nominee to the Board at its August meeting and entertain other nominees from the full Board. At its September meeting, the Board shall elect a First Vice Chair from one or more nominations.

B. ELECTION OF OFFICERS

The Board of Directors, at its regular September meeting, shall reorganize for the coming year. At this meeting, the Board shall reaffirm the Chairperson of the Board, Chairperson-elect, and elect the First Vice-Chair. Officers will be elected by Directors of the Board. The Chair-elect appoints the Treasurer, Secretary, Legal Counsel, Parliamentarian and all Committee Chairs with the approval of the Board. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of the office. They shall be voting members of the Board of Directors

Section 2: Duties of the Officers

A. CHAIRPERSON OF THE BOARD

The Chairperson shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The Chairperson of the Board shall, with advice and counsel the President, determine all committees, select all committee chair, assist in the selection of committee personnel, subject to approval of the Board of Directors.

B. INCOMING CHAIR

The INCOMING CHAIR shall exercise the powers and authority and perform the duties of the Chairperson in the absence or disability of the Chairperson of the Board. The Chairperson-elect shall be responsible for tracking the progress of each of the event committees and report monthly to the Board and the Executive Committee on their progress.

C. FIRST VICE CHAIRPERSON

The duties of the First Vice Chairperson shall be to fill the line of succession duties. The First Vice Chair shall ensure an annual review of all policy and procedure manuals of the Chamber which review will recommend revisions as deemed necessary.

D. 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. be discussed: Expenditures in excess of \$7,500 will require more than one signature

E. SECRETARY

The Secretary shall have oversight and approval of Executive and Board meetings as historical documentation of the activities of the organization. The Secretary shall also control the seal of the organization.

F. PRESIDENT – NON-VOTING MEMBER OF THE BOARD

The President shall be the chief administrative and executive officer. The President shall serve as Secretary of the corporation.

The President shall serve as advisor to the Chairperson of the Board and Program of Work on the program planning, and shall assemble information and data and cause to be prepared special reports as directed by the body of the Chamber.

The President shall be a non-voting member of the Board of Directors, the Executive Committee, Finance Committee and all Committees.

With assistance of the Committee Chair, the President shall be responsible for administration of the Program of Work in accordance with the policies and regulations of the Board of Directors.

The President shall be responsible for hiring discharging, directing and supervising all employees.

With the cooperation of the Finance Committee, the President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The President shall be responsible for all expenditures with approved budget allocations.

Section 3: Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the board is not in session but shall be accountable to the Board for its actions. It shall also serve as the Finance Committee

The Executive Committee shall be responsible for providing the President with an annual performance and salary review.

The Executive Committee shall be responsible for investigating employee benefit plans; and shall be responsible for handling employee and member grievances that cannot be resolved by the President.

The executive committee consists of the chair, vice-chair, secretary, treasurer, past chair and others as deemed necessary by the chair of the Board and the president. The chair of the board will serve as chair of the executive committee.

The Executive Committee will exercise the authority of the CEO/President when that position is vacant.

Section 4: Indemnification

The Chamber will, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, section 7 of these by-laws.

Article VI: Committees and Divisions

Section 1: Appointments and Authority

The Chairperson of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee chair. The Chairperson of the Board may appoint such ad hoc committees and their chair as deemed necessary to carry out the program of the chamber. ***The permanent committees are: Development, Governmental Affairs, Membership, Education and Marketing.*** Committee appointments shall be at the will and pleasure of the Chairperson of the Board and shall serve concurrent with the term of the appointing Chairperson of the Board, unless a different term is approved by the Board of Directors.

It shall be the function of the committees to make investigations, conduct studies and hearing, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2: Limitations of Authority

No action by any member, committee, division, 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 of Directors.

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

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairpersons, or in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies

Section 4: Divisions

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations, as it deems advisable to handle the work of the chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

Article VII: Finances

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund and as many special accounts as necessary. Funds unused from the current year's budget will roll to next year's balance.

Section 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. Any disbursements not authorized in the budget will be limited to \$7,500 in any month, without Board of Directors approval, and need to be presented to the Board at the next scheduled Board meeting.

Section 3: Fiscal Year

The fiscal year of the chamber shall close on September 30.

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Executive Committee (or Budget and Finance Committee if preferred) shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Review

The accounts of the Chamber of Commerce shall be reviewed annually by a financial accounting firm as of the close of business on September 30th. The review shall at all times be available to members of the organization within the offices of the Chamber.

Article VIII: Dissolution

Section 1: Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of the 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 of Directors as defined in IRS section 501 (c) (3)..

Article IX: Parliamentary Authority

Section 1: Parliamentary Authority

The current edition of ROSENBERG'S RULES OF ORDER shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the Charter or By-Laws of the Chamber.

Article X: Amendments

Section 1: Revisions

1. These bylaws may be amended or altered by a two thirds (2/3) vote of the Board of Directors.
2. Any proposed amendments or alterations shall be submitted to the Board of Directors at least ten (10) days in advance of the meeting at which they are to be acted upon.

Bylaw Revisions

March 22, 2000

Revised September 6, 2002

Revised October 15, 2003

Revised November 15, 2005

Revised November 3, 2006

Revised February 2, 2007

Revised December 19, 2007

Revised September 20, 2008

Revised February 18, 2009

Revised October 16, 2009

Revised November 18, 2009

Revised December 28, 2009

Revised April 21, 2010

Revised August 18, 2010

Revised November 17, 2010

Revised December 15, 2010

Revised September 11, 2011

Revised October 17, 2012

Revised December 19, 2012

Revised February 20, 2013

Revised June 20, 2018

Revised April 15, 2020

Revised July 17, 2024