



# SOUTHWEST FLORIDA HISPANIC CHAMBER OF COMMERCE, INC.

## BY-LAWS

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# SOUTHWEST FLORIDA HISPANIC CHAMBER OF COMMERCE, INC.

## BY-LAWS

### ARTICLE I

#### GENERAL

**SECTION 1. NAME:** This organization is incorporated under the laws of the State of Florida and shall be known as SOUTHWEST FLORIDA HISPANIC CHAMBER OF COMMERCE, INC., hereinafter referred to as the "Hispanic Chamber of Commerce" and /or the "Chamber."

#### SECTION 2. PURPOSE:

**A:** The Hispanic Chamber of Commerce is organized to advance the economic and commercial welfare and prosperity of its members and the Hispanic community at large.

**B:** Recognizing the cultural diversity of the Hispanic community the Hispanic Chamber of Commerce shall strive for unity and inclusiveness of the Hispanic people.

**SECTION 3. LIMITATION OF METHODS:** The Chamber shall be nonprofit, nonpartisan and nonsectarian.

**SECTION 4. GENDER:** Wherever in the contents of this document a Chamber member is referred to as He, Him or His, this shall be construed also to include the female terms She, Her and /or Hers.

### ARTICLE II

#### MEMBERSHIP

#### SECTION 1. ELIGIBILITY:

**A: Individual Membership.** Any person having an interest in the purpose and objectives of this organization shall be eligible to apply for membership. Upon approval of the Board of Directors and the payment of proper dues, the applicant becomes a member in good standing subject to these bylaws.

**B: Corporate Membership.** Any association, corporation, partnership, organization or legal entity in the United States having an interest in the purpose and objectives of this organization shall be eligible to apply for membership (hereinafter referred to as a "Corporate Member"). The Board of Directors may, from time to

time, within its discretion designate classes of "Corporate Member." Upon approval of the Board of Directors, the Corporate applicant becomes a member in good standing when dues are fully paid. The Corporate Member shall designate one representative to act as its voting member to vote on issues to be addressed at a specific or general meeting of the Chamber. The remaining contact members of a Corporate Member, Branch member and/or Professional Office & Travel Agency member shall be considered non-voting "Associate Members."

**SECTION 2. ADMISSION:** Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant or for applications other than individual by a responsible party. The President/CEO and/or the Board Chair of the Membership Committee shall review all applications and timely submit them to the Board of directors for approval or rejection. The Board of Directors will admit new members upon the majority vote of a quorum of the Board of Directors at any duly constituted meeting.

**SECTION 3. DUES:**

- A. The Board of Directors shall set Membership dues annually.
- B. Membership dues shall be waived for any member at the discretion of the Board of Directors.
- C. Dues shall be payable annually in advance.

**SECTION 4. VOTING:** Each member in good standing shall be entitled to cast one vote in deciding Chamber affairs. A member in good standing must be present to vote. A new member must be a member for thirty-days (30) before being eligible to vote on Chamber affairs.

**SECTION 5. TERMINATION:**

- A. Any member shall be suspended by a simple majority vote of the Board of Directors for nonpayment of dues after 90 days of the due-date.
- B. Any member may be expelled without cause by a simple majority vote of the Board of Directors, at a regularly scheduled Board Meeting or Special Meeting. A seven-day notice citing the reasons and charges for removal shall be served by certified mail to said member complained against so as to allow him the opportunity to attend that meeting and present arguments on his or her defense. In the event a member is expelled his or her dues, in all or in part, may be refunded.

**SECTION 6. HONORARY MEMBERSHIP:** Distinction in community affairs shall confer eligibility to honorary membership for a period determined by the Board. Honorary members shall have all the privileges and obligations of regular members, but shall be exempt from the payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

**ARTICLE III**

**Meetings**

**SECTION 1. GENERAL MEMBERSHIP MEETINGS:**

**A. Frequency:** A meeting of the general membership shall meet at least once per calendar year.

**B. Notice:** Written notice of meetings shall be sent by mail, facsimile, or electronic mail, to each member at least seven days (7) before such meeting.

**SECTION 2. BOARD OF DIRECTORS MEETINGS:**

**A. Frequency:** The Board of Directors shall meet not less than quarterly with more frequent meetings at the discretion of the Board of Directors.

**B. Board Retreat:** The annual meeting of the Board of Directors shall be held during board retreat. The Board of Directors shall fix the time and place and notice thereof sent by mail, facsimile, or electronic mail, to each member at least seven days before said meeting.

**C. Notice:** Notice of meetings by mail, facsimile, or electronic mail shall be given to Board members at least seven (7) days before such meetings.

**SECTION 3. COMMITTEE MEETINGS:** A committee meeting may be called at the discretion of the Committee Chair or Board Chair, on as needed basis.

**SECTION 4. SPECIAL MEETINGS:** The Board Chair or any two Officers may call for a special meeting of the general membership upon approval of the Board of Directors. Notice of these meetings by mail, facsimile, or electronic mail shall be given to the general membership at least seven (7) days in advance.

**SECTION 5. QUORUM:** At any duly called general or special meeting, 3% of the membership shall constitute a quorum. A quorum for the Board of Directors and Committee meetings shall require attendance equal to 35% of the Board or Committee composition. Notwithstanding the above attendance requirements, at least fifty percent (50%) of the Executive Board of Officers is required in attendance at any meeting of the Board of Directors and Executive Committee Meetings for any decision to be effective.

**ARTICLE IV**

**BOARD OF DIRECTORS**

**SECTION 1. COMPOSITION:** The Board of Directors shall consist of a Chair, a First Vice Chair, three (3) Vice Chairs, a Secretary, a Treasurer, the Immediate Past Chair, and up to seven (7) additional Board Members to be elected by the general membership.

**SECTION 2. ELIGIBILITY AND TERMS OF OFFICE:** To be eligible for a Board of Director position, the candidate must have first been a Member in good standing for the immediate previous year prior to the term of office being sought. Term of office for all directors is one year. No director may serve for more than three consecutive terms within the same office. The consecutive terms limitation may be waived by a majority vote of the members.

Board Members cannot serve on another Board of a Chamber that is considered competition to our chamber.

To serve on the Chamber Board, during the immediate previous year a member needs to have served in a Chamber committee or have served as a volunteer. Board members shall sign a pledge agreement as to their responsibilities as board members and the organization is responsible to the board member.

No member of the press who is directly responsible for delivering news to the public may serve on the Board of Directors due to conflict of interest that does not comply with the chamber's bylaws.

Toward the end of each year, every Board member shall undergo an evaluation which will determine if he/she has fulfilled his/her duties and responsibilities as a Board member and if he/she has the privilege of re-applying for a Board member position the following year.

**Resignation as Board member**

Any Board member, who resigns from the Board of Directors on unsatisfactory terms or is terminated by the Board, shall forfeit his/her right to apply for a Board member position for 5 years. If he/she wishes to reapply, it shall be presented to the Board for review.

Any Board member who resigns from the Board on good terms due to an emergency (death, change of job, illness, pregnancy, etc.) shall not be permitted to reapply for the next 3 years. If he/she wishes to reapply, it shall go to the Board for review.

**SECTION 3. POWERS:** The Board of Directors shall manage the property, affairs and business of the organization. The Board may exercise all such powers as are prescribed under the law, the Articles of Incorporation, or these By-Laws. The Board of Directors may employ a President (or equivalent appropriate title) for purposes of day-to-day management of the Chamber, and establish his/her salary and other considerations and responsibilities regarding employment.

**SECTION 4. DUTIES:** The Board of Directors shall be responsible for the management and successful operation of the Chamber, including planning, coordinating, and implementing such activities as to provide maximum service.

**SECTION 5. VACANCIES:** A member of the Board of Directors who is absent without proper excuse from three (3) Board meetings in one year, or does not fulfill the duties of the position for which elected, may be removed from the Board by a

majority vote of the remaining directors. Vacancies on the Board of Directors shall be filled under appointment by a majority vote of the Board.

**Termination from the Board - Board Expulsion**

Actions considered for termination:

- a) For conduct unbecoming a member or prejudicial to the aims or repute of the Chamber
- b) Staff or Board Member harassment (any aggressive action) committed by Board Members against the staff or another Board member
- c) Missing 3 Consecutive Board Meetings or a total of 4 in the year. Any board member after missing two (2) meetings in any (12) month period shall receive a written notice that (2) meetings have been missed with a reminder of the attendance policy. A member who communicates a good faith excuse to the office prior to the meeting will not be deemed absent.
- d) Writing negatively or verbally in the media against the Organization, other Board Members, or Staff.
- e) Not fulfilling his/her board members' responsibilities.

**ARTICLE V**

**EXECUTIVE BOARD**

**SECTION 1. PURPOSE AND COMPOSITION:** The Executive Board shall act for and on behalf of the Board of Directors when the Board is not in session on operational and business functions of the Chamber and shall regularly report to the Board of Directors and shall be accountable to the Board for its actions. The Executive Board shall consist of the Chair, First Vice Chair, the (THREE) Vice Chairs, the Secretary and the Treasurer.

**SECTION 2. ELIGIBILITY AND TERMS OF OFFICE:** To be eligible for an Executive Board position, the candidate must have served as a member of the Board of Directors for the Chamber during the immediate previous year prior to the term of office being sought. Term of office for the officers of the Executive Board is one year (January 1 to December 31). Officers may be reelected, but no officer may serve for more than three consecutive terms within the same office. The consecutive terms limitation may be waived by a majority vote of the members. No Officer may hold another Officer position in a conflicting organization at the same time at the Board's discretion.

**SECTION 3. DUTIES:** The duties of the Officers of the Executive Board shall be as follows:

**Chair – The Chair** shall serve as the executive head of the organization and shall preside at all General, Special and Board of Directors meetings. The Chair shall appoint Committees and Committee Chairpersons as deemed necessary for the efficiency of the organization. The Chair shall act as spokesperson for the Chamber.

**First Vice Chair** – In the absence of the Chair, the First Vice Chair shall automatically assume the duties and responsibilities of the Chair. The First Vice

Chair shall be responsible for developing programs and activities towards the fulfillment of the organization's objectives, including the General meetings and shall preside over the Nominating Committee. The First Vice Chair shall be an ex-officio member of all committees.

**Vice Chairs** – The duties of the Vice Chairs shall be to provide administrative support to the

**Secretary** – The Secretary shall keep minutes of all General, Special, and Board of Directors meetings.

**Treasurer** – The Treasurer shall be responsible for keeping an account of all funds received and disbursed by the Chamber. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to drafts signed in accordance with the transaction authorization limits established elsewhere in this document. The Treasurer shall prepare a monthly financial report which will disclose in detailed monies received and all monies paid out to be presented to the Board of Directors and general membership, and shall preside over the Budget Committee for the preparation of the annual budget. Annually the Treasurer and President/CEO shall oversee the preparation of reports that documents the inventory of the Chamber and identifies all donations, such as computers and furniture received by the Chamber and all inventory items sold or disposed of in any manner.

## **ARTICLE VI**

### **COMMITTEES**

**SECTION 1. APPOINTMENTS:** The Board Chair shall appoint any Ad Hoc or Standing Committees as deemed necessary to carry out the programs and policies of the Chamber.

**SECTION 2. AUTHORITY:** No action by any committee member, employee, or official shall be binding upon, or constitute an expression of the policy of the Chamber until approved and ratified by the Board of Directors. The Board Chair shall discharge any committee as stated in this article when works are completed, reports are submitted and accepted.

## **ARTICLE VII**

### **DIVISIONS, BUREAUS, DEPARTMENTS, COUNCILS**

The Board of Directors may create divisions, bureaus, departments, or councils, as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of such sub-entities, and annually review and approve



all their activities and proposed programs. Divisions, bureaus, departments, or councils, shall take no action or resolution having bearing upon or being expressive of the Chamber unless approved by the Board of Directors.

## **ARTICLE VIII**

### **ELECTIONS**

**SECTION 1. NOMINATING COMMITTEE:** At the August Board of Directors meeting, the Chair shall appoint, with approval of the Board of Directors a Nomination Committee of, at least, three (3) members in good standing of the Chamber. The First Vice Chair shall be the Nomination Committee Chairperson. Within thirty days (30) the Nominating Committee shall present to the Board a slate of potential candidates for offices. Each candidate must be an active member in good standing and must agree to accept the responsibilities of Board service.

Procedures for Deadlines for Board Members Applicants, Deadlines for Members/Voters and Voting Process shall be followed and carried out in a strict manner without exceptions.

Nomination Committee will establish criteria and process for evaluating potential candidates before adding them to the slate of candidates. The slate of candidates shall be provided to membership 15 days prior to the day of election.

**SECTION 2. PUBLICITY OF NOMINATIONS:** Upon receipt of the report from the Nomination Committee, the President/CEO shall immediately notify the membership by mail, a newsletter or a special notice, facsimile or electronic mail, of the names of the persons nominated as candidates for Officer and Director posts.

**SECTION 3. DETERMINATION:** Any five (5) members present and in good standing shall make additional nominations from the floor at the election meeting.

**SECTION 4. OFFICIAL PRESENTATION:** Before the closing of nominations, candidates, whether committee-nominated or floor-nominated, shall be given an opportunity to introduce themselves.

**SECTION 5. VOTING:** The election of officers and directors shall take place in a regular membership meeting after September by a majority vote of the members in attendance.

**SECTION 6. INSTALLATION AND TENURE:** The elected officers and directors shall assume responsibility of their duties the first of the following January. The elected officers and directors may be installed prior to the Annual Meeting in January.

**ARTICLE IX**

**FINANCES**

**SECTION 1. FUNDS:** All monies paid to the Chamber shall be placed in a general operation fund. Only Officers of the Chamber shall be authorized to sign drafts against this fund. The Board of Directors may authorize other funds and accounts as considered necessary.

**SECTION 2. DISBURSEMENTS:** All disbursements and fund transfers exceeding \$1,200.00 will require two authorized signatures. It is the Treasurer's responsibility to establish internal control procedures to properly record and monitor all expenditures and safeguard the related supporting documentation and checkbook. All disbursements shall be made by check.

**SECTION 3. FISCAL YEAR:** The fiscal year of the corporation shall be from January 1 to December 31.

**SECTION 4. BUDGET:** The Treasurer shall compile the annual budget which shall be submitted to the Board of Directors for approval, not later than the end of the first quarter of the fiscal year.

**SECTION 5. ANNUAL REPORT:** The accounts and transactions of the Chamber shall be reflected on a full set of financial statements with adequate disclosures to be presented to the Board of Directors not later than the end of 1<sup>st</sup> quarter of the following year. The general membership shall have access to the said information during the same time period. These records shall remain in the Chamber Office under custody of the President/CEO in accordance with the applicable statutory periods.

**SECTION 6. RECORD KEEPING:** The transactions and records of the Chamber shall be maintained current and complete at all times. Accounting procedures and controls shall be described in the Chamber's Operation Manual.

**SECTION 7. INTERNAL AUDITING:** The transactions and records of the Chamber shall be subject to inspection by an Internal Audit Committee of three Trustees appointed by the Chair and ratified by the Executive Board

**ARTICLE X**

**DISSOLUTION**

The Chamber shall use its funds and resources only to accomplish the objective and purpose specified in these By-Laws, and no part of said funds or resources shall inure or be distributed to the members of the organization. Upon dissolution, any remaining funds shall be distributed to one or more organized and qualified Hispanic charitable, educational, scientific, or philanthropic organization to be selected by the Board of Directors.

**ARTICLE XI**

**PARLIAMENTARY AUTHORITY**

The current edition of the "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 Charter or these By-Laws of this organization.

**ARTICLE XII**

**AMENDMENTS**

**SECTION 1.** These By-Laws may be amended at any General Membership Meeting by a simple majority vote of those members in attendance provided that written notice of the proposed changes has been mailed to the members not later than fifteen days (15) in advance of the meeting.

**SECTION 2.** These By-Laws must be reviewed and reaffirmed or amended at least every three years.

**SECTION 3.** Any member in good standing may propose by-Laws amendments.

**ARTICLE XIII**

**SEVER ABILITY**

Should any provision of these By-Laws be voided or become unenforceable, the remaining provisions shall be, and remain, in effect.

**ARTICLE XIV**

**EFFECTIVE DATE**

The effective date of these By-Laws shall be November 15, 2016, and all provisions contained herein shall be prospectively and not retrospectively applied.

**THESE BY-LAWS WERE AMENDED BY THE CHAMBER'S GENERAL MEMBERSHIP ON NOVEMBER 15, 2016 IN FORT MYERS, FLORIDA.**