



BY-LAWS
GREATER DELRAY BEACH
CHAMBER OF COMMERCE, INC.

ARTICLE I - GENERAL

Section 1 - Name

This organization is incorporated under the state laws of Florida and shall be known as the GREATER DELRAY BEACH CHAMBER OF COMMERCE, hereinafter referred to as the CHAMBER OF COMMERCE.

Section 2 - Objective

The purpose of the Chamber of Commerce is to develop, promote and protect the agricultural, commercial, professional, cultural and general business interests of the Delray Beach area, to support those activities believed to be beneficial to the community and area and oppose those that might be detrimental, to promote integrity and just and equitable principles in business activities, to represent the business interests of the Delray Beach area and to sponsor programs that will fulfill these goals.

Section 3. Limitation of Methods

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

Section 4 - Dissolution

Upon dissolution of this corporation, its remaining assets, after payment or provision for payment of all debts and liabilities of the corporation, shall be distributed to a non-profit fund or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

Section 5 - Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors and employees or former 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 Directors or employees of the Chamber, except in relation to matters as to which such director or employees 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 for negligence or misconduct.

ARTICLE II - MEMBERSHIP

Section 1 - Eligibility

Any reputable person, association, corporation, business, organization or partnership interested in the general welfare of Delray Beach and its trade area shall be eligible to membership.

Section 2 - Election

Application for membership shall be in writing on the forms specified. Applications will be submitted to the Board of Directors for their final approval. Memberships approved by the Board will begin upon payment of the prescribed membership investment.

Section 3 - Dues

Membership dues shall be at such rate or rates, schedules or formulas as may be from time to time prescribed by the Board of Directors.

Section 4 - Termination

- (a) Any member may resign upon written request to the Board of Directors.
- (b) Any member shall be expelled for nonpayment of dues ninety (90) days from due date unless otherwise extended for good cause by two-thirds vote of the Board of Directors.
- (c) Any member may be expelled by a two-thirds vote of the Board of Directors for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber of Commerce after notice and opportunity for a hearing are afforded the member complained against in accordance with procedure established by the Board of Directors.

Section 5 - Voting Restriction of Members

Any person, association, corporation, business, organization or partnership subscribing to the Chamber of Commerce basic minimum annual membership fee, or any amount in excess fees thereof, shall be entitled to cast one vote for each multiple of the basic fee, but not more than five votes regardless of the amount of his subscription. The name of the individual designated as its voting representative must be provided to the Chamber office by said member before that person is qualified to vote. Voting shall be by mail or in person by secret ballot, in conformity with such rules and regulations as the Board of Directors may adopt. No voting shall be done by proxy.

Section 6 - Orientation

Annually the Board of Directors and Committee Chairpersons shall participate in an orientation program outlining their respective duties. Every effort will be made to orient new members regarding the aims, objectives and program of work of the Chamber of Commerce.

ARTICLE III - MEETINGS**Section 1 - Annual Meeting**

The annual meeting of the Chamber of Commerce shall be held prior to January 31 of each year at a place and time as determined by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2 - Additional Meetings

- (a) General meetings of the Chamber of Commerce may be called by the Chairperson of the Board at any time, or upon petition in writing of 10% of the members in good standing. Notice of special meetings shall be mailed to each member at least ten (10) days prior to such meetings.
- (b) Board meetings may be called by the Chairperson or shall be called upon written application of 20% of the Board members. Notice (including the purpose of the meeting) shall be given to each Director at least one day prior to said meeting.
- (c) Committee meetings may be called at any time by the Chairperson of Board or by the Committee Chairperson.

Section 3 - Quorums

- (a) At any duly called General Meeting of the Chamber of Commerce, 10% of the members shall constitute a quorum.
- (b) 50% of the Directors, exclusive of ex-officio members, shall constitute a quorum of the Board of Directors.
- (c) At Committee meetings, a majority shall constitute a quorum.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Composition of the Board

The Board of Directors shall be composed of a maximum of twenty-nine (29) members. If in the third year of his term a Director becomes Chairperson Elect, the following year he shall remain on the Board in addition to the 28 regular members. The immediate Past Chairperson, a representative of the City of Delray Beach, the Chairperson of the Education Foundation Committee and up to four qualified Chamber members shall be appointed by the Chairperson with approval of the Board to serve a one year term. Of the remaining twenty-one (21) Directors, seven (7) shall be elected annually to serve for three (3) years or until their successors are elected and have qualified.

Section 2. Selection of Directors

a) Nominating Committee – The Board of Directors, at the appropriate time of the year, shall request the Chairperson Elect to appoint two (2) members in good standing from the general membership and the Board of Directors shall appoint two (2) board members to serve on the nominating committee of five members. All four appointees shall not be eligible for appointment or reelection to the Board of Directors. The Chairperson Elect shall be the chairperson of the Nominating Committee.

b) Election Terms - The nominating committee shall present a slate of seven (7) names from the general membership list to replace the Directors whose regular three (3) year terms are expiring, confirming the fact by personal contact with the candidates, that they are willing to accept Directorship responsibility through election to the Board of Directors for a term of three years and until election of duly qualified successors.

c) Eligibility - Each candidate must be an active member in good standing. No Directors having served for three (3) years shall be eligible for re-election the year immediately following his/her three (3) year term. A Director appointed to fill a vacancy and who has served less than two (2) years, shall be eligible to stand for election to a full three (3) year term at the next ensuing election.

Section 3 - Election of Directors

a) Notification - The Board of Directors shall mail or email to each member of the Chamber, at least twenty (20) days before the October Board of Directors meeting date, the list of nominees selected, accompanied by notification that said nominees shall be declared elected Directors of the Chamber for the terms indicated, at the expiration of ten (10) days from the date of said mailing. This mailing shall include the provisions for right of petition (counter nominations) as provided in Article IV, Section 3, part b of these by-laws.

b) Nomination by Petition - Counter nominations may be made by any twenty members, in good standing, in writing over their signatures and filed with the Chairperson or President and CEO within the said ten (10) days. Nominations made must be for term or terms indicated in the notification mailed by the Board of Directors. The determination of the Nominating Committee as to the legality of the petition shall be final.

c) Determination - In the event that counter nominations are made in accordance with the procedure outlined, the Board of Directors shall ensure that the membership will receive a ballot listing the nominating committee nominations and the counter nominations, on which the members will cast their votes for nominees to fill the vacancies, and return the same to the Chamber office within five (5) days of the mailing of said ballot. In the event of a tie vote for any given vacancy, the selection for that vacancy shall be made by lot under the direction of the nominating committee.

Section 4 - Seating of New Directors

All newly elected Board members shall be seated at the regular November meeting as non-voting members of the Board until January 1 and shall be participating members thereafter. Retiring Directors shall continue to serve until January 1.

Section 5 - Vacancies

Vacancies on the Board of Directors or among the officers shall be filled by appointment of the Chairperson of the Board with approval of the Board of Directors by a majority vote. If any members of the Board of Directors shall fail to attend three successive meetings, the Chairperson shall in writing call such failure to that Director's attention and, if satisfactory excuse is not received within fifteen (15) days, that individual shall cease to be a member of the Board, and the vacancy thus created shall be filled as provided above.

Section 6 - Policy

The Board shall adopt such rules and regulations as may be required to conduct the affairs of the Chamber of Commerce. The government and policy making responsibilities shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 7 - Management

The Board of Directors shall employ the President and CEO, determine his rate of compensation, and he shall serve at the pleasure of the Board.

ARTICLE V - OFFICERS

Section 1 - Determination of Officers

The Nominating Committee for Directors shall also nominate a slate of officers each year, and shall present that slate no later than the November meeting of Directors. The Board of Directors, including new Directors and excluding retiring Directors, at its regular meeting in December, shall organize for the coming year. At this meeting the Board shall elect the Chairperson, Chairperson Elect (who will be the nominee for the office of Chairperson at the next annual election of officers), and as many Vice Chairperson as are deemed necessary to conduct the activities of the Chamber. Beginning in January, Officers shall serve for a period of one (1) year or until their successors are elected.

A member who has served as a Vice-Chairperson during his third year on the Board is eligible to be elected Chairperson the following year. It is the intent of these bylaws that no person should succeed him/herself as Chairperson. Except upon unusual circumstances, the Board may extend the existing Chairperson's term for one additional year with a super majority vote of at least 75%. However, they may not again be eligible for election to the office of Chairperson until the expiration of three years from the date of the expiration of his/her term of office.

The Chairperson shall present the names of those nominated by the Nominating Committee and shall then ask for additional nominations from the Board. If there are none, those nominated will become the new officers. If additional names are offered, a secret ballot by the Directors for the ensuing year will determine the new officers.

Section 2 - Past Chairperson

The Past Chairperson shall continue as a member of the Board of Directors and shall serve as a member of the Executive Committee for one year immediately following his term of office as Chairperson.

Section 3 - Duties of Officers

(a) **Chairperson of the Board:** The Chairman shall be the head of the Chamber of Commerce and shall preside at all meetings of the membership and the Board of Directors and shall serve as Chairperson of the Executive Committee. The Chairperson shall be, ex-officio, a member of all committees.

(b) **Vice Chairperson** - The duties shall be such as their titles by general usage would indicate as well as those that may be assigned by the Chairman and the Board of Directors. They also will have under their immediate jurisdiction all committees pertaining to their respective Division.

(c) **Chairperson Elect:** Shall perform all the duties of the Chairperson in the absence of that officer and shall assume the office and complete the term if the Chairperson is unable to do so, and also serve as Treasurer of the Chamber being the technical custodian of all funds and shall present a periodic financial report to the Board of Directors.

(d) **President and CEO:** The President and CEO shall be the chief administrative officer and shall be charged with the general supervision and management of the office and business affairs of the Chamber of Commerce. This person shall perform the duties of the Secretary, and shall conduct the correspondence, preserve the records, documents, and communications, keep books of account, maintain an accurate record of the proceedings of the Chamber and the Board of Directors meetings. The President and CEO shall sign all vouchers for the expenditure of money, all deeds, contracts and other instruments affecting the operations of the Chamber or any of its properties, as authorized by the Board of Directors.

In addition, this person shall prepare and maintain a statement of all Chamber policies as determined by the Board of Directors, and recommend a plan whereby such policies be re-examined, reaffirmed or rescinded by the Board of

Directors, and shall be ex-officio non-voting member of the Board of Directors and all the committees of the Chamber except the Nominating Committee.

The President and CEO shall engage, discharge and have supervision over all employees including fixing their duties and compensation with the approval of the Executive Committee and in accordance with policies and practices approved by the Board of Directors.

Section 4 - Executive Committee

The Executive Committee shall consist of the Chairperson of the Board, Chairperson Elect, all Vice Chairperson, the immediate Past Chairperson, and the President and CEO. The Executive Committee shall transact all routine business of the Chamber, shall act for the Board in the interim between its meetings, shall have authority to order disbursement for necessary expenses of the organization and audit same for payment.

ARTICLE VI - COMMITTEES, DIVISIONS & AFFILIATES

Section 1 - Appointment and Authority

The Chairperson shall appoint all Committee Chairperson subject to confirmation by the Board of Directors. The Board shall authorize and define the powers and duties of all standing and special committees except those committees whose functions are set forth in these by-laws. Committee Chairperson appointments shall be at the will and pleasure of the Chairperson and in no event shall exceed the term of the appointing Chairperson. It shall be the function of the committee 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 - Limitation of Authority

No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber of Commerce on a question of policy without first receiving approval of the Chairperson when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3 - Division

Any number of members who desire to be associated together as a group for the purpose of promoting more effectively the special industry, business, profession or activity in which they are interested may form a special division of the Chamber of Commerce subject to approval of the Board of Directors.

Section 4 - Affiliates

Any chamber sponsored committee or group with its own governing board and/or financial resources may be considered to be an affiliate of the chamber. No action or resolution of any kind having bearing upon or expressive of the Chamber shall be taken by affiliates of the chamber unless approved by the Chamber Board of Directors.

ARTICLE VII - FINANCES

Section 1 - Budget

Prior to the November meeting of the Board of Directors, the Executive Committee shall present a draft budget of estimated income and expenditures and submit it to the Board of Directors. A budget should be passed by the Board at their regular December meeting. This budget shall serve as the appropriation measure for the Chamber of Commerce. No committee may exceed its appropriation without prior consent of the Board.

Section 2 - Budget & Finance Committee

The Budget and Finance Committee shall consist of the Chairperson, Past Chairperson, Chairperson-elect, President and CEO and no more than five (5) members at-large, who shall aid in the preparation of the annual budget of the estimated receipts and expenditures and shall also from time to time hold meetings to review and consider the financial status of the affairs of the Chamber.

Section 3 - Fiscal Year

The fiscal year of the Chamber of Commerce shall run from January 1 to December 31.

Section 4 - Disbursements

No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board of Directors. Upon approval of the budget, the President and CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check or electronic deposit. Checks in excess of \$5,000 must be signed by any two officers.

Section 5 - Annual Audit

The accounts of the Chamber of Commerce shall be audited at least every other year and more frequently if the Board desires by a certified public accountant after the close of the fiscal year. The most recent audit shall at all times be available to all members within the office of the Chamber of Commerce.

Section 6 - Bonding

The Chamber shall at all times maintain adequate crime insurance covering employee dishonesty, forgery and theft with coverage not less than \$25,000 per occurrence.

ARTICLE VIII - PARLIAMENTARY PROCEDURE AND SEAL**Section 1 - Authority**

The proceedings of the Chamber of Commerce shall be governed by and conducted according to the latest Robert's rules of Order, when such rules are not inconsistent with the Charter or by-laws of the Chamber of Commerce.

Section 2 - Seal

The Chamber of Commerce may use a seal of such design as may be adopted by the Board of Directors.

ARTICLE IX - DIRECTOR LIABILITY**Section 1 - Limitations**

No Director shall be personally liable to the Chamber or to its members for monetary damages for breach of the Director's duty as a Director, provided, however, that the foregoing shall not eliminate or limit the ability of a Director; (1) for any breach of the Director's duty of loyalty to the Chamber or to its members; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (3) for any transaction from which the Director derived an improper personal benefit.

ARTICLE X - AMENDMENTS**Section 1 - Amendments and Revision**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors (providing that in the notice of such meeting, notice is given of a proposed change in the by-laws) by an affirmative vote of a majority of the Directors present at such meeting.

Passed and adopted at a special meeting of the membership of the Delray Beach Chamber of Commerce, this first day of May, 1985. - Amended October 3, 1990. - Amended by membership May 21, 1992. Amended (by Board of Directors) August 26, 1992. - Amended (by Board of Directors) April 26, 1995. - Amended (by Board of Directors) October 28, 1998. - Amended (by Board of Directors) September 22, 1999. - Amended (by Board of Directors) February 23, 2005 - Amended (by Board of Directors) June 25, 2008 – Amended (by Board of Directors) October 1, 2009. –Amended (by Board of Directors) November 16, 2011 – Amended (by Board of Directors) July 25, 2012 – Amended (by Board of Directors) August 2013.