

CHAMBER ALLIANCE OF LAKE COUNTY

BY-LAWS

ARTICLE 1. ORGANIZATION

Name

- 1.01 This organization is incorporated under the laws of the State of Florida as a 501(c)6 not for profit and shall be known as the Chamber Alliance of Lake County, Inc. (Alliance)

Seal

- 1.02 The organization shall have a seal which shall be in the following form:

ARTICLE II. GENERAL

Definition of By-Laws

- 2.01 These By-Laws constitute the code of rules adopted by the Chamber Alliance of Lake County, Inc., for the regulation and management of its affairs.

Mission Statement

- 2.02 The mission of the Chamber Alliance of Lake County, Inc. is to enhance and strengthen the individual Chambers and their staffs by facilitating communication between the Chambers located throughout Lake County and to address public policy and other issues impacting the collective Chamber organizations and their business communities.

Purposes and Powers

- 2.03 This not-for-profit organization shall have the purpose and powers as may now or hereafter be granted by law.

The primary purpose of this organization is as follows:

- A) To foster, encourage, promote and develop cooperation between individual Chambers in Lake County for the betterment of all Chamber businesses in Lake County.
- B) To promote the interest, desires and needs of the Lake County business community through outreach and communication to members of the general public, government officials and to elected representatives.
- C) To analyze existing laws and proposed legislation of specific interest to Lake County businesses and to provide information to the various Lake County governmental entities on these laws and proposed legislation.

Purposes and Powers (cont.)

- D) Where there is consensus among a majority of the Alliance members present that a policy, action or law of any level of government adversely impacts the business community of Lake County, the Alliance shall take appropriate action.
- E) The Alliance shall not develop a general membership for the purpose of providing direct Chamber related services nor shall the Alliance endorse or support specific programs or issues of individual Lake County Chambers that are not supported by the individual Lake County Chambers' Board of Directors by Resolution.
- F) The Alliance shall participate in County or Regional public policy committees directly impacting the business community as approved by majority vote of the Alliance Board.

Limitation of Methods

- 2.04 The Alliance shall be not for profit, nonpartisan, and nonsectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for political office in city, county, state, or national elections.
- 2.05 In accordance with federal regulation, the Florida State Rights Law, Section 504 of the Rehabilitation Act of 1973, and the Americans with Disabilities Act, the Alliance will not discriminate on the basis of age, race, color, creed, gender, sexual orientation, religion, marital status, veterans' status, national origin, or disability.

ARTICLE III. MEMBERSHIP

- 3.01 Any Chamber of Commerce may be represented by a Board member if the Chamber of Commerce is incorporated in the State of Florida as a 501(c)6 not for profit organization, with a minimum of twenty-five (25) members having a business office located in Lake County and fulfilling the following criteria, shall be eligible for Board membership: Any Chamber seeking admittance to the Chamber Alliance must (a) have an elected, volunteer Board of Directors governing its organization, and (b) must pursue a program of business assistance/development, community development, and/or economic development.
- 3.02 After ratification of these By-Laws, Chambers applying for membership in the Alliance must first be approved by a majority of the existing members in good standing.

ARTICLE IV. BOARD OF DIRECTORS

Definition of Board of Directors

- 4.01 The Board of Directors is that group of persons vested with the management of the business and affairs of the Chamber Alliance and the administration of these By-Laws.

Composition of the Board

4.02 Board of Directors shall consist of two members from each Chamber in Lake County that has an active membership program; a current non-profit corporation filed with the state of Florida, has a Board of Directors and has at least one paid staff person. Directors shall be elected to serve for a three-year term, approximately one third being elected each year. No Director shall be elected for more than two consecutive full terms. In the first year of operation, one-third of the Directors shall serve for three years, one-third shall serve for two years and one-third shall serve for one year.

Vacancies on the Board

4.03 Designation or removal of a Board member will become effective immediately or on the date specified therein, and a vacancy will be determined to exist as of such effective date. Any vacancy occurring on the Board of Directors may be filled by appointment by the represented Chamber with approval by the Board of Directors of the Alliance. The newly appointed Director will serve for the remainder of the unexpired term and may be reappointed by the represented Chamber.

Powers and Duties of the Board of Directors

4.04 The Board of Directors is responsible for establishing and adopting policies for the Alliance, which shall be maintained in a policy manual, and reviewed and revised as necessary.

4.05 Directors are to assure that the Alliance is adequately financed and has the proper resources to accomplish its mission.

4.06 The duties of the Board of Directors shall be as follows:

- A) The active members declared elected to the Board of Directors in accordance with these By-Laws shall take office for the ensuing year effective January 1. At their regular meeting in December, said Board of Directors shall hold their annual meeting at which time and on recommendation from the Nominating Committee (the Executive Committee may fulfill this function) they shall elect one of their members to serve as President, one as Vice-President, one as Secretary and one as Treasurer.
- B) While it is not currently contemplated that the Alliance will require the need of full time staff, the Alliance Board shall have the authority, if so desired, to do so and to employ the services of other professional service providers (i.e. Administrative support, Event Planners, Accountant, Lawyer, Lobbyist, etc.) if so desired by the Board.
- C) The Board of Directors shall set the annual budget and dues, if necessary, as provided herein. They shall approve the following: (a) filling of all vacancies on the Board and Committees, (b) adopt rules and regulations for conducting the business of the Alliance, and (c) submit in writing at least annually to the members of the Chambers the minutes of the Alliance Board meetings and finances of the Alliance.

- D) Members of the Board of Directors who have three consecutive absences or a total of five absences in the last twelve-month period, from meetings of the Board, may have their office declared vacant, and the vacancies so resulting shall be filled as provided herein.
- E) Any Board member may be removed at any time with cause by a majority vote of the Board of Directors.

4.07 Board Members shall not receive compensation for their services to the Alliance.

Quorum of Directors

4.08 Majority of members of the Board of Directors, one of whom must be President or Vice-President, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Meetings of the Board of Directors

4.09 Meetings of the Board of Directors shall be termed as regular, electronic or special meetings.

A. Regular Meetings: The Board of Directors shall meet on call or not less than once in each quarter. Meetings may be called by the President, Vice-President or by written, electronic or oral consent of one-half of its members. Notice of all meeting shall be given to each member Chamber at least ten (10 days) prior to such meeting.

B. Electronic Meetings: The President may call for an electronic meeting (via electronic mail) upon his/her call or that of any three Board members who request the same in writing (via electronic mail or otherwise), to the President. Whether an Electronic Meeting will be held is within the sole discretion of the President. If the President determines that an electronic meeting is not in the best interests of the Board or the members, a Special Meeting shall be called in its place. Notice of such electronic meeting shall be via electronic mail, facsimile or telephone. In no event shall an electronic meeting be held until all Board members have been notified. In no event shall an electronic meeting be held if any Board member lacks access (whether temporary or permanent) to participate electronically.

1. The Rules of the Electronic Meeting:

- a) The matter(s) to be addressed at any electronic meeting shall be included in the notice of such meeting. Only those matters so noticed may be addressed.
- b) The electronic meeting may be held only if the President or Secretary determines that a quorum (as described below) is available to participate.
- c) Motions shall be presented, seconded, and opened for discussion by any Board member in the same manner as in an in-person meeting.
- d) Once a motion has been seconded, the Chair shall open the electronic discussion for a specific number of days, as determined by the President.

- e) At the end of the discussion period, the President shall call the matter(s) to vote. Votes may be made only during the period of time (hours or days) announced by the President as the voting period, or until the number of votes necessary to determine the matter(s) have been received.
 - f) Each member shall submit its vote to both the Secretary and the President, who shall tally the votes and determine the outcome.
 - g) After the outcome has been determined, the President shall announce the outcome and call the electronic meeting to a close.
2. Records of the Electronic Meetings: A written record of the motion(s), discussions and votes shall be kept in accordance with the standard procedures for minute taking used in Regular and Special meetings.

C. Special Meetings: The Board of Directors shall hold a special meeting upon the call of the President or any three Board members who submit a request for same, in writing, to the Secretary or if in place, the Executive Director. Notice of such meetings shall be made by the Secretary (or Executive Director) to the members not less than three days prior to said meeting unless, upon the discretion of the President, the business is deemed to be of sufficient urgency to warrant an immediate calling, in which event notice shall be given to every Board member whom it is reasonably possible to contact.

D. Ex-officio Representatives: Chamber Executives (or staff member with different title but same responsibility) of each Lake County Chamber shall have the right to participate in all Alliance meetings but shall abstain from voting and shall not be considered for the purpose of meeting quorums.

ARTICLE V. OFFICERS

Duties of Officers

- 5.01 Officers duly elected by the Board of Directors in accordance with 4.02 of these By-Laws will take office for the ensuing year effective January 1. The officers who comprise the Executive Committee will consist of the following persons:
- i. President: The President shall preside at all meetings of the Alliance and its Board of Directors. The President shall perform all duties incident to the office, and advise such action as may be determined by the President to be necessary to the fulfillment of the objects and purposes of the association.
 - ii. Vice-President: The Vice-President shall act in the absence of the President from time to time.
 - iii. Secretary: The Secretary of the Board of Directors serves as the Alliance Secretary and shall ensure that notices and minutes of the meetings of the membership, Board and Executive Committee are recorded.
 - iv. Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Alliance and for their proper disbursement. Such funds shall be kept on deposit as approved by the Board of Directors. The Treasurer will ensure that the Alliance keeps and maintains adequate and correct accounts of Alliance properties and business transactions, will render reports and accountings to the Directors and the membership, will serve as Chairperson of the Finance

Committee, and will perform in general all duties incident to the office of Treasurer and other such duties as may be required by law or these by-laws, or which may be assigned from time to time by the Board of Directors.

All checks exceeding \$500.00 shall be signed by any two of the following: Treasurer, President, Vice-President, or Secretary.

- v. Immediate Past President

ARTICLE VI. FISCAL YEAR/FINANCES

Fiscal Year Defined

- 6.01 The fiscal year shall be defined as beginning January 1st of each year and ending on December 31st of the same year.

Funds

- 6.02 All money paid to the Alliance shall be placed in one or more operating accounts. At the discretion of the Board of Directors, funds may be transferred to the reserve accounts.

Disbursements

- 6.03 Upon the approval of the budget, the Treasurer, working with the President, is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Budget

- 6.04 The Executive Committee shall develop an operating budget during the fourth quarter for the coming year and submit it to the Board of Directors for adoption at the Board's December meeting.

Annual Audit

- 6.05 The financial statements of the Alliance will be compiled under generally accepted accounting principles (GAAP) as of the close of business during the first quarter of the following year by an Audit Committee comprised of the Treasurer and at least three Board members of the Alliance. Once funds either received or on account exceed \$10,000 in any calendar year, an independent CPA will be enlisted to review the Alliance's books and report out to the Board through the Audit Committee. The audit shall be a non-certified audit and shall, at all times be available to member Chambers of the Alliance.

ARTICLE VII. COMMITTEES

Designation with Composition

- 7.01 There will be an Executive Committee composed of officers of the Board of Directors which will act for the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions.

Appointment and Authority

- 7.02 The President, by and with the approval of the Board of Directors, will appoint all committees and committee leaders. The President may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Alliance. Committee appointments shall be at the will and pleasure of the President unless a different term is approved by the Board of Directors. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Limitations of Authority

- 7.03 No action by any member, committee, division, employee, Director or Officer shall be binding upon, or constitute expression of, the policy of the Alliance until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the President when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors it is deemed appropriate to disband the committees.

Testimony

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

ARTICLE VIII. DISSOLUTION

Procedure

- 8.01 The Alliance shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure or be distributed to the members of the Alliance. Upon dissolution of the Alliance, any funds that remain shall be distributed proportionally to each individual chamber based on the most recent pro-rata annual dues to the participating chambers at the time of dissolution that have a non-profit legal status.

ARTICLE IX. AMENDMENTS

Process

- 9.01 Amendments to these by-laws may be made in the following manner:

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board at any regular or special Board meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board at least ten (10) days before the meeting at which they are to be acted upon. Routine review of the By-Laws should take place at least every three (3) years.

ARTICLE X. OTHER

Procedure

10.01 The most current issue of Robert's Rules of Order shall be the final source of authority on questions of parliamentary procedure when such rules are not inconsistent with the Charter, By-Laws, or policies of the Alliance.

By – Laws were approved at the October 7, 2005 Meeting of the Chamber Alliance. Motion made by Ray San Fratello and seconded by Nick Magrone. Vote was unanimous.

Original Members

Robert Johnson
Dale LaRue
Rick Tuck
Glenn Irby
Nick Magrone
Cathy Hoechst *

Chamber Representing

Leesburg Area Chamber of Commerce
Lake Eustis Chamber of Commerce
Lady Lake Area Chamber of Commerce
South Lake Chamber of Commerce
Tavares Chamber of Commerce
Mount Dora Chamber of Commerce

Revised August 17, 2007. Motion made by Rick Banks, Seconded by Glenn Irby; Vote was unanimous.

Revised February 19, 2010. Motion made by Jim Miller, seconded by Bea Meeks; Vote was unanimous.

Revised June 21st 2012. All chambers, but Lady Lake reported their members approved the revised bylaws. Mike Bucher moved to accept the bylaws as presented with future amendments as needed. TJ Fish seconded the motion. Vote was unanimous.

* (Note: Ms. Hoechst was not present but confirmed as approved by the Mount Dora Chamber of Commerce Board prior to this meeting.)