

MIRAMAR-PEMBROKE PINES REGIONAL CHAMBER OF COMMERCE, INC.

BY-LAWS

Adopted September 2013

ARTICLE I - GENERAL

Section 1. Name. This Organization is incorporated as a not for profit corporation under Chapter 617 of the Laws of the State of Florida, and shall be known as the Miramar-Pembroke Pines Regional Chamber of Commerce, Inc., hereafter referred to as “The Chamber.”

Section 2. Gender and Number. The masculine, feminine or neuter gender and the singular or plural number shall each be deemed to include the others whenever the context so indicates.

Section 3. Objective. The Chamber is organized for the purpose of advancing the economic, industrial, professional, cultural and civic welfare of the greater Miramar-Pembroke Pines area, including without limitation, the surrounding cities of Southwest Broward. The specific objectives of the Chamber are as follows:

1. To encourage the growth of existing industry and business while giving all proper assistance to new firms or individuals seeking to locate in the area.
2. To support all of those activities deemed to be beneficial to the community and area.
3. To oppose those activities that might be detrimental to the community and area.
4. To promote the healthy development of the residential and business communities.
5. To express the views of the business community on local, state and national issues.
6. To further the business and professional interests of the Chamber members.

7. To promote and enhance a better understanding of the relationship between the Chamber, the business community, the free enterprise system, the government, the community at large, and the freedom of the individual.
8. To enlist the support of every business, professional person and citizen in the area to assist us in realizing our objectives.

Section 4. Limitation of Methods. The Chamber, in its activities, shall be non-partisan and non-sectarian, and shall neither take part nor lend its influence to the election or appointment of any candidate for national, state, county or city office.

Section 5. Document Requests. Any member requesting minutes, agenda or By-Laws must make a request in writing and submit such request to the Chamber office. The Chamber will provide all previously approved Board documents within 15 calendar days of the submitted request. The minutes and agenda will not be made available until the Board of Directors or committees have officially approved them.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility. Any business firm, individual, association, corporation, partnership or governmental entity having an interest in the above objectives, is a registered business in current standing with the business tax licensing requirements, shall be eligible to apply for membership.

Section 2. Application. Applications for membership shall be in writing and shall commence upon payment of the membership dues.

Section 3. Non-discrimination. No applicant shall be denied membership in the Chamber on the basis of race, sex, national origin, religion, physical or mental disability, or sexual orientation.

Section 4. Membership Dues. The membership dues shall be established by the Board of Directors and may be changed from time to time as deemed appropriate by the Board of Directors. The dues structure, as established by the Board, shall be kept on file at the Chamber office.

Section 5. Termination / Suspension.

1. Resignation. Any member may resign from the Chamber upon written notice to the Board of Directors.
2. Delinquency. Membership may be terminated if the member is delinquent in payment of dues, upon such terms and conditions as may be established from time to time by the Board of Directors.
3. Expulsion. Any member may be expelled by a vote of the Board of Directors with or without cause, in accordance with Florida Statute § 617.0607. Prior to such vote, the member shall be entitled to notice and an opportunity for a hearing. The Board of Directors can appoint a task force to peer mediate and make the determination if the member has engaged in conduct contrary to or damaging to the Chamber or aims of the Chamber.

4. There will be no refund of dues upon termination of membership.
5. Suspension. Any member may be suspended by a vote of the Board of Directors or duly appointed task force authorized by the Board, with or without cause, in accordance with Florida Statute § 617.0607. The member being suspended will not have any membership rights to the Chamber during the period of suspension.
6. Process of Suspension / Expulsion. If grounds appear to exist for expulsion or suspension from the Chamber under one of the afore mentioned process the procedure shall be as follows:
 - a. The member will be given written notice within 15 calendar days of the proposed expulsion or suspension stating the reasons for the action being taken. The written notice shall be sent by certified mail or first class mail to the last known address of the member per the Chamber database system.
 - b. The member will be given the opportunity to be heard within 5 calendar days of effective date on the action of expulsion or suspension by the Board of Directors or the Task Force appointed and communication can be either in writing or orally.
 - c. The Board of Directors or Task Force assigned will determine whether the members should be expelled or suspended. All information will be considered in determining whether the action will be carried out in full, in part or at all.
 - d. Any action being taken to challenge the expulsion or suspension must commence within one year of the date of determination of expulsion or suspension, in accordance with Florida Statute § 617.0607(3).

Section 7. Voting Restriction of Members. In addition to the right to elect Directors of the Chamber as set forth in Article III, Section 1, Members of the Chamber shall have the right to vote only on such other matters, if any, as may be specifically set forth in a resolution of the Board of Directors. Voting by proxy shall be permitted. Ballots, when applicable, will be addressed to the business address of the member representative(s).

ARTICLE III – MEETINGS

Section 1. Annual Membership Meeting. The annual membership meeting of the Chamber shall be held in May of each year at such time and place as determined by the Board of Directors, for the express purpose of the election of the Board of Directors of the coming year, and reasonable advance notice thereof shall be given by mail, fax or e-mail to each member at least fifteen (15) calendar days before said meeting. The date that notice is given shall be the record date for determination of members entitled to vote at such meeting.

Section 2. Additional Meetings General.

1. A regular membership meeting shall be held at such time and place as determined by the Board of Directors.
2. Special meetings of the Chamber may be called by the Chairperson at any time, or upon petition in writing of any thirty (30) members in good standing. Notice of special meetings shall be mailed given by mail, fax or e-mail to each member at least fifteen (15) calendar days before said meeting.

3. Emergency board meetings may be called by the Chairperson, Chairperson-Elect, and President/CEO or by the written application of three (3) members of the board. Notice (including the purpose of the meeting) shall be given to each director at least one calendar day prior to such meeting.
4. Committee meetings may be called at any time by the Chairperson of the Board, Chairperson-Elect of the Board, Vice-Chairperson responsible for that committee, its chairperson, or by the President.
5. Notwithstanding the above, the Board or a committee of the Board may take action without formal meeting upon the written approval or written consent signed by all directors or committee members. Facsimile signatures of directors are acceptable to evidence the written consent.

Section 3. Quorums.

1. At a regular or any duly called meeting of the Chamber, 10% of the current voting members shall constitute a quorum.
2. A majority of current directors present shall constitute a quorum of the Board of Directors, unless provided otherwise in the Articles of Incorporation.
3. Unless provided otherwise in the Articles of Incorporation, at committee meetings, a majority shall constitute a quorum, except that when a committee consists of more than seven (7) members, then four (4) shall constitute a quorum.

ARTICLE IV - BOARD OF DIRECTORS

OFFICERS AND COMMITTEES

Section 1. Composition of the Board. The Board shall be composed of not less than fifteen (15) or more than twenty-five (25) members. The number of directors shall be established by a vote of the Board of Directors. At each annual election, directors shall be elected for a three-year term beginning July 1 of the year so elected, or until their successors are elected and have qualified. A director shall be limited to serving no more than three consecutively elected -three-year terms, in accordance with the following stipulations:

1. Vacant seats on the Board of Directors will be filled at the annual membership meeting in accordance with the schedule created by the Board.
2. Partial terms - completed following vacancies filled by the action of the Board of Directors shall be in this computation;
3. The Immediate Past Chairperson shall serve an additional term of one year as director without the necessity of an election.
4. The cities of Miramar and Pembroke Pines shall each have one (1) permanent seat on the Board of Directors and provided that such municipality is a Chamber member. Further, each of such cities shall have the right to designate such person or one additional person, at such times and in such manner as such city shall determine to act as the respective Director designee for such city.
5. Directors other than Director Designees of the cities of Miramar and Pembroke Pines shall have the right to designate a substitute Director to replace such Director, provided that advance notice is provided to the Board of Directors and such substitute Director is approved by the Board of Directors.

Section 2. Election of the Officers. Prior to the start of the upcoming fiscal year the Board will elect the following officers for the upcoming year:

1. Chairperson - shall be determined in order of succession on the executive committee and should be planned at least 1 year out from date of service.
2. Treasurer – serves titled as the Vice Chair of Finance on the Executive Committee
3. Secretary – records minutes of the board meetings within compliancy of legal per am

In addition, such other Chairs as the Board of Directors shall determine from time to time will be put into place both on the executive committee and general board.

Section 3. Qualifications of Chairs.

1. Chairperson Elect - In order to qualify for the office of Chairperson Elect, an individual shall have served either:
 - a. two (2) years on the Board as a Director , or
 - b. Served a year on the Executive Committee.
2. Vice-Chairs - In order to qualify for the office of a Vice Chairperson, an individual shall have either served one (1) year on the Board

Section 4. Selection of Directors and Nominations. During the second week in January, the Chairperson shall designate three (3) members in good standing and three (3) directors as members of Nominating Committee subject to the approval of the Board of Directors. The Chairperson Elect shall chair the nominating committee, to serve as a non-voting member except to break ties. This committee shall be identified to the board of directors at the January board meeting.

Section 5. Candidates. Prior to March 15th of each year, the Nominating Committee shall prepare a slate of recommended candidates to serve any vacant or open directorship. The committee shall confirm through personal contact with the candidates, that they are willing to accept directorship responsibility. In addition, each candidate shall participate in an interview with one or more designees of the Board of Directors Nominating Committee, whereby the description and responsibilities of the position of Director shall be presented, and which shall be acknowledged in writing by such candidate. The list of candidates to be balloted will be presented to the Board of Directors at the March board meeting for vote.

Section 6. Presentation to Membership. Upon receipt of the report of the Nominating Committee, the general membership shall be notified as to the names of persons nominated as candidates for Directors. A list of the candidates so nominated shall be kept on file in the Chamber office and announced along with the petition procedure set forth in this Article to the membership at the Annual membership meeting by the Chairperson of the Nominating Committee.

Section 7. Petition. Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of the designated representative, on file with the Chamber, of at least 5% of the voting members of the Chamber. Such petition shall be filed with the nominating committee by March 1st. A determination of the Nominating Committee as to the legality of the petition shall prevail.

Section 8. Determination.

1. If a petition set forth in Section 8 above shall present candidates, the names of all of the candidates shall be arranged on a ballot in alphabetical order. The ballot shall contain information on current and past involvement in the Chamber submitted by the member.
2. Chamber Members will be instructed to vote for as many candidates as there are vacancies to fill from those listed on the ballot.
3. The Chamber shall provide to all members this ballot for vote at the Annual membership meeting, within a reasonable time before the meeting, by mail, fax or e-mail, but at least fifteen (15) calendar days before said meeting.
4. The ballot shall be marked in accordance with instructions printed on the ballot and postmarked by the date of the annual membership meeting.
5. The Vice Chairperson-Finance/Treasurer shall declare the candidates with the greatest number of votes elected.

Section 9. Vacancies. Vacancies occurring on the Board of Directors or among the officers shall be filled by the Board of Directors by majority vote. New directors so selected shall be sworn in before the general membership at the next general meeting.

Section 10. Removal from Board of Directors. Subject to the provisions of Florida Statutes Section 617.0808, if any member of the Board of Directors shall fail to attend two regular meetings in any fiscal year, the Board shall, in writing, call such failure to the director's attention. Upon the third absence, that individual shall cease to be a member of the board, and the vacancy thus created shall be filled as provided above. The Board will notify the former director, in writing, of the director's automatic removal from the Board.

Section 11. Orientation. Each member of the Board of Directors is expected, on an annual basis, to participate in an orientation program outlining his or her respective duties. The Chamber will provide a program to orient new members regarding the aims, objectives and work programs of the Chamber. The Board of Directors and administrative staff shall place special emphasis on the importance of this program.

Section 12. Power of the Board of Directors.

1. Select and remove the President/CEO, regulate his/her compensation plan, and prescribe the plan of work that will include staffing needs according to the guides and limitations per the by laws and drive performance measures that will allow the chamber to succeed.
2. Adopt and use the corporate seal.
3. Change the principal office of the Chamber.
4. Levy annual dues, fees and assessments, and set the dates for collection of each, change the amounts of such dues, fees and assessments from time to time and provide for collections for and non-payment of such dues, fees and assessments.
5. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidences of debts and securities.
6. The Board shall adopt such rules and regulations as may be required to conduct the affairs of the Chamber. 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 direct its affairs as may occur in the normal course of the Chamber's business.

ARTICLE V - OFFICERS

Section 1. Composition of the Executive Committee. The Executive Committee shall be comprised of a Chairperson, all Vice Chairs, the Secretary, and the President/CEO. The Board of Directors shall elect the Chairperson, all Vice Chairs, and the Secretary, in accordance with the policies established by the Board of Directors.

Section 2. Terms

1. Chairperson- The Chairperson shall be limited to one (1) two-year term as the Chairperson of the Board of Directors and Executive Committee.
2. All Vice Chairs and the Secretary may serve on the Executive committee, so long as service is within the three (3) term limitation for service on the Board of Directors.

Section 3. Duties of Officers

1. The Chairperson of the Board shall:
 - a. Preside at all meetings, enforce decorum, and enforce a due observation of the laws of the Chamber.
 - b. Appoint, at his/her discretion, ad hoc committees.
 - c. Serve as Chairperson of the Executive Committee.
 - d. With the approval of the Board of Directors, the Chairperson may:

- i. sign all deeds, contracts, resolutions and other instruments affecting the operation of the Chamber or any of its properties.
- ii. sign all formal documents of the Chamber.
- iii. serve as a member with voting power on all committees appointed by this organization.

2. The Chairperson Elect of the Board:

- a. May serve as an ex-officio member of all boards, committees, and sections, and shall assist and counsel same with respect to local problems and shall encourage interest in Chamber matters.
- b. Shall act in lieu of the Chairperson of the Board during the Chairperson's absence.
- c. Shall serve as coordinator between Committee Chairpersons and the Board of Directors.
- d. Shall receive a copy of committee reports and minutes from Committee Chairpersons or Board liaisons for presentation to the Board of Directors.

3. Vice Chairperson - Finance/Treasurer.

- a. Shall serve as financial officer.
- b. Shall be the technical custodian of all funds of the Chamber.
- c. Shall present a monthly financial report and an annual budget to the Board of Directors and an Annual Financial Report to the members of the Chamber at the Annual Meeting.
- d. Shall see that the election of members of the Board of Directors at the forthcoming election is carried out according to the terms and conditions of these by-laws, that

adequate tellers are available, that all votes of the members eligible to vote are properly tallied and canvassed, and to declare the true results of said election by written report to the Nominating Committee.

- e. Assist in overseeing the audit, review or compilation process at each year end.
4. Vice Chairs. The Vice Chairs shall serve in on the executive committee and will be designated specific duties and titles that will describe the area in which they serve. Positions may include but are not limited to Vice Chair of Development and Membership.
5. Legal Counsel. The Board shall annually appoint an attorney to serve as legal counsel to the Board of Directors. The person so appointed shall attend the Board of Directors and Executive Committee meetings when required but shall not be entitled to vote at such meetings. He shall render legal advice as required to the Board and the President/CEO.
6. President/CEO. The President/CEO will:
- a. Prepare appropriate reports necessary to keep the Board of Directors and members informed on the organizational goals, programs and efforts;
 - b. Serves as chief administrator of all planning and business, together with the chair of the board shall serve as chief spokesperson for the chamber;
 - c. Shall have full authority of overseeing the performance of the staff, hiring and firing of staff, , serving all notices, preparing agendas, minutes and documents, and other duties and responsibilities outlined in the bylaws, job description as per discussion with the board of directors.
 - d. With the approval of the Board of Directors, the President/CEO may:

- i. sign all deeds, contracts, resolutions and other instruments affecting the operation of the Chamber or any of its properties, and
 - ii. Pay all debts in accordance with the annually approved budget.
 - e. The President/CEO may not serve as a director with voting rights.
- 7. Secretary. The Secretary shall keep accurate records of all transactions and meetings of the Chamber. The Secretary shall preserve the records and documents, affix the corporate seal to documents when necessary, and prepare and maintain a statement of all Chamber policies as determined by the Board of Directors.
- 8. Immediate Past Chair. The immediate past chair will serve for one additional year after chairpersonship as the advisor to the board as an Executive Board member with full voting rights.

Section 3. Executive Committee. The Executive Committee shall consist of the Chair, Chairperson Elect, Immediate Past Chair, all Vice Chairs, and the Secretary.

- 1. The Executive Committee shall act for the Board of Directors between regular meetings of the Board or in the absence of a quorum, thereof, except with respect to Article VIII (relating to amendments of the Articles of Incorporation) and Article IX (relating to amendments of the By-laws) of the Articles of Incorporation.
- 2. Annually, the Executive Committee or a duly appointed taskforce shall make an appraisal of the President/CEO's performance in keeping with the job description and official duties, if one exists. The Executive Committee shall review the authorized signatures on all accounts at the beginning of each fiscal year.

3. The President/CEO will serve on the Executive Committee as an ex-officio member without any voting rights.

ARTICLE VI - COMMITTEES AND DIVISIONS

Section 1. Appointment and Authority. The Chairperson of the Board shall appoint all committees 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 whose functions are set forth in these by-laws. Committee appointments shall be at the will and pleasure of the Chairperson of 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 on a question of policy without first receiving approval of the Board of Directors. Special committees shall be discharged by 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. Budget and Finance Committee. A Budget and Finance Committee shall be appointed annually by the Chairperson of the Board, with the Vice Chairperson-Finance/Treasurer as Chairperson.

1. The Committee shall consist of two (2) Board persons, including the Vice-Chairperson of Finance, as well as 2 general members, the President/CEO, and the Accountant of Record.
2. The committee shall meet not less than three times annually to prepare a report to the Board of Directors with respect to the financial condition and financial position of the Chamber.
3. They shall suggest ways and means of conserving and increasing revenues of the Chamber.

4. The Vice-Chairperson-Finance/Treasurer and committee shall be responsible for assisting the administration in establishing the budget necessary to meet the requirements of the Chamber's program of work. They shall be responsible for determining the ways and means by which budget requirements are met.
5. the Budget and Finance Committee, in conjunction with the President/CEO, shall present a budget of estimated income and expenditures for the following fiscal year and submit it to the Board of Directors for approval, no later than the last Board of Director's meeting of the current fiscal year. As passed by the Board, this budget shall serve as the appropriation measure for the Chamber. No committee may exceed its appropriation without prior consent of the Board.

Section 4. Compensation. Directors and committees shall serve with no compensation for their services.

1. This section shall not preclude any director or committee member from serving the organization in any other capacity as officer, agent, consultant, or otherwise.
2. If a director or committee member received compensation from the corporation it shall be pre approved by the Board of Directors.
3. The provision will not preclude the Chamber from conducting normal business with a business that is represented by a Director or committee member, so long as proper disclosure has been made to the Board in accordance with Florida Statute § 617.0832.

ARTICLE VII - FINANCES

Section 1. Funds. All money paid to the Chamber shall be placed in a general operating fund. Special accounts may be established at the direction of the Board of Directors.

Section 2. Disbursement. No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board of Directors, unless it shall be contained within a budget approved by the Board of Directors. Upon approval of the budget by the Board of Directors, the Chairperson of the Board 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 made by check. All disbursements shall be strictly accounted for and documented. The Chairperson of the Board, Chair – Elect, Vice Chairperson-Finance/Treasurer and President / CEO shall be authorized signatories on all accounts unless otherwise directed by the Board of Directors.

Section 3. Fiscal Year. The accounts of the Chamber shall be compiled by an Accountant annually based on a fiscal year as may be determined from time to time by the Board of Directors, or as soon as practical after the end of the fiscal year. The compilation shall at all times be available to members of the organization within the offices of the Chamber during reasonable hours and upon reasonable notice, in accordance with the financial policies of The Chamber.

Section 4. Bonding. All officers and employees of the Chamber shall be provided an adequate Bond when deemed appropriate by the Board of Directors.

Section 5. Audit. An audit will be made of the organization's funds every 5 years with compilations and/or letters of review the year's between the audits.

Section 6. Indemnification. In accordance to State Law in Florida the Board of Directors has full authority to indemnify any officer or Director of the chamber against any expenses (including attorney's fees) judgments, fines and amounts paid in settlements, actually and reasonably incurred by him/her in connection with any threat, pending or completed action, suit or proceeding. Director and Liability insurance must be maintained for the organization in an amount determined annually by the board of directors during the budget process.

ARTICLE VIII- DISSOLUTION

Section 1. Dissolution Procedure. The Chamber shall use its funds only to accomplish its goals, objectives and purposes set forth by the bylaws and no part of inured funds shall be distributed to members of the Chamber. Upon dissolution of the Chamber any funds remaining will be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations identified by the Board of Directors.

ARTICLE IX - PARLIMENTARY AUTHORITY

Section 1. Procedure. The proceedings of the organization's meetings may be governed by Robert's Rules of Order but may not require full implementation of a formal format.

ARTICLE X- AMENDMENTS

Section 1. Procedure. These bylaws may be amended and/or altered by a 2/3 vote of the Board of Directors at any regular board meeting or special meeting, providing the meeting includes notice of the proposals for amendment.

ARTICLE XI- SEAL

Section 1. Seal of Corporation. The Chamber may use a seal of such design as may be adopted by the Board of Directors, and such seal shall be kept by the Corporate Secretary or in the Chamber office.

These Bylaws ratified September 2013

Chair of the Board of Directors

Amendment History: May 24, 2000, December 18, 2002, May 25, 2004, December 15, 2005,
December 2, 2011