

DORAL CHAMBER OF COMMERCE BYLAWS

- Approved -

Chamber Bylaws

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ARTICLE I - GENERAL

Section 1. Name: The name of the organization shall be the "Doral Chamber of Commerce."

Section 2. Mission: "To serve the businesses and business owners, residents and the local government of the City of Doral by empowering, educating and supporting existing businesses and creating new opportunities and revenue sources that will benefit everyone in the City of Doral."

To accomplish this mission, the Doral Chamber of Commerce shall adhere to these guidelines:

Encourage business and community prosperity by promoting economic programs designed to strengthen and enhance the financial opportunities for all businesses within the City of Doral.

Serve as an effective non-partisan, non-sectarian voice for business on legislative, business, social, governmental and community issues affecting the City of Doral.

Identify and overcome obstacles that are detrimental to the business climate and community growth.

Support civic, social and cultural and youth programs designed to increase the functional and aesthetic values of the community.

Promote life long learning.

Section 3. Office: The Doral Chamber of Commerce is incorporated under the laws of Florida and its principal office shall be located within the City of Doral or surrounding cities.

Section 4. Limitation: The Doral Chamber of Commerce shall observe all local, state, and federal laws which may apply to a non-profit organization as defined in section 501 (c) (6) of the Internal Revenue Code.

Section 5. Seal: The Doral Chamber of Commerce shall have a seal of such design as the Board of Directors may adopt. The seal shall be in the custody of the Secretary or President.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility: Any reputable person, sole-proprietor, association, corporation, partnership or estate shall be eligible for membership in the Doral Chamber of Commerce.

Section 2. Application: Each applicant shall make written application to the Secretary or President in such form and manner as may be prescribed from time to time by the Board of Directors.

Section 3. Election: Applicant's for membership shall be presented to the Board of Directors by the Secretary or President for approval.

Section 4. Investment: Annual membership investment shall be at the rates or formula as may be from time to time prescribed by the Board of Directors payable in advance or in such other installments or for such other periods as the Board may from time to time determine.

Section 5. Individual: Any person not engaged in a business within the City of Doral or who is interested in the City of Doral's community affairs shall be eligible for individual membership in the Chamber.

Section 6. Firm/Corporate: A firm, corporation, partnership, or estate that sponsors an active membership or more than (1) individual membership shall be designated a "Corporate Member" One (1) individual member sponsored by each member firm shall be identified as a "Designated Voting Representative." Member firms may display evidence of their support for the Chamber at their places of business, but all other privileges of membership, including the right to vote, are vested with the designated voting representative. Member firms may request the transfer of active

memberships sponsored by them to new individuals whose names maybe presented to the Board of Directors for election.

Section 7. Associations: Any association, club or non-profit organization that is interested in City of Doral community and/or commercial development shall be eligible for membership in the Chamber.

Section 8. Life: Chairperson of the Chamber shall automatically become life members of the Chamber at the conclusion of their term of office, and shall be entitled to all the rights and responsibilities of active members, but shall be exempt from payment of annual membership investment.

Section 9. Voting: Each member, individual, associate, life or honorary shall be entitled to one vote. The number of votes for a firm or corporation is determined by the number of employees it employs. A firm or corporation may designate by notice the persons entitled to cast the votes in their behalf.

Section 10. Termination: Any member may resign from the Chamber upon written request to the Board of Directors; however, such resignation shall not relieve a member from any arrearage of membership investments, subscriptions or their indebtedness to the Chamber.

Any member may be expelled by a two-thirds vote of the Executive Committee at a regularly scheduled meeting thereof for conduct prejudicial to the aims or reputation of the Chamber; after notice and opportunity for a hearing before the Executive Committee; and a majority vote of the Board of Directors upon recommendation from the Executive Committee.

Section 11. Reinstatement: The Board of Directors may reinstate any former member of the Chamber upon terms and conditions as it may deem fit.

ARTICLE III - MEETINGS

Section 1. Annual: The annual meeting of the Chamber shall be held at such time and place as shall be determined by the Board of Directors.

Section 2. Additional:

The Executive Committee shall hold regular meetings at the discretion of the Chairperson or President.

The Board of Directors shall hold regular meetings at such times as the Directors shall decide, and may by majority vote provide that regular meetings shall be held more often. Special meetings of the Board may be called by the Chairperson at his/her discretion and shall be called at the request of not less than three directors, upon twenty four hour notice, served personally or by telephone, or mailed to each director at his/her business or residence address.

Committee meetings may be called by the Chairperson, Chairperson-elect, President, or by the committee's chairperson.

Section 3. Quorums: Twenty (20) members shall constitute a quorum at any regular or special meeting of the Chamber.

At all meeting of the Board of Directors, three (3) members shall constitute a quorum. However, a minimum of five (2) favorable votes are required for the adoption or approval of any action of the Board.

Section 4. Notice, Agenda, Minutes: Written notice of all Chamber meetings must be given at least three (3) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. In cases of emergency, of which the Chairperson shall be the judge, special meetings may be held on twenty-four (24) hours' notice. Chamber members are entitled to a copy of the Board of Directors meeting minutes after the minutes have received Board approval.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Composition: The Board shall be composed of up to five (5) business members. Two (2) members will be elected by the board and three (3) members appointed by the President. The two (2) remaining members shall be the President and Vice-President, to serve indefinitely, or until new officers are selected.

One of the three appointed members will be officers in accordance with Article V. Section 1. The government and policy-making responsibility 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.

Section 2. Selection: The Appointed members shall invite qualified and active members to participate on the board.

Section 3. Election: Invited members who accept nomination must be approved by all three (3) appointed Board members.

Section 4. Seating: All newly elected Board members and officers shall be installed and seated at the annual meeting. Retiring directors shall continue to serve until the annual meeting.

Section 5. (Reserved for Future Use)

Section 6. Powers: The Board of Directors shall manage the property and affairs of the Chamber and shall carry out its commercial, industrial, public, legislative and financial policies with the supervision and final approval of the President. Without in any way limiting the generality of the foregoing the Board of Directors shall have power to acquire and dispose of property, to appoint such officers as agents of the Chamber as it shall deem advisable, to fix the compensation of the employees of the Chamber, except that of the President, and in its discretion to require security of any of them for the faithful performance of their duties, to create such committees, including an Executive Committee, and to designate as member of such committees such persons as it shall determine, and to confer upon such committees such powers, authority and duties as it may deem advisable and generally to do any and every lawful objects of the Chamber.

The Board may create, or authorize the creation of such divisions, councils or affiliate either within the Chamber or consisting or made up in part of other organizations or persons not members of the Chamber, for such purposes not inconsistent with the purposes of the Chamber and upon such terms and conditions as the Board may determine.

Section 7. Vacancies: A member of the Board who shall have unexcused absent from three (3) consecutive regular meetings of the Board may be dropped from membership on the Board, unless confirmed by illness or other absence approved by a majority vote of those voting among officers, shall be filled by the Board by a majority vote and shall be for the unexpired term of that particular vacancy.

Section 8. Policy: The Board is responsible for establishing procedure, and formulating policy of the organization. They are also responsible for adopting all policies, and position statements of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary. All final policy changes must be approved by signature of the President.

Section 9. Management: The Chamber shall employ a Strong President with an unlimited term of service until he/she resigns. The President will choose his/her successor and will consider nominations from the Board of Directors. Salary and other considerations of employment will be comparable to industry standards as approved by the President.

Section 10. Indemnification: The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any and all of the Directors or former Directors 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 of the Chamber, except in relation to matters as to which director shall be judged in such action, suit, or proceeding to be liable for negligence or misconduct in performance of duty and to such matters as shall be settled by agreement predicted on this existence of much liability of negligence or misconduct.

ARTICLE V - OFFICERS

Section 1. Officers, Appointment, Term: The officers of the Chamber shall be a Chairperson/President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board shall determine.

All officers except the Chairperson/President, Vice President, a Secretary, a Treasurer, and such other officers as the Board shall be appointed annually by the Board and shall hold office until the end of the fiscal year or until their successors are appointed. Vacancies in any of the fore mentioned offices shall be recommended by the Executive Committee and approved by the Board of Directors.

Section 2. Duties and Officers:

The Chairperson/President shall serve as director of daily operations. The Chairperson/President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of membership, Board of Directors and Executive Committee. He/She shall, at the annual meeting of the Chamber, and at such other times as he shall deem proper, communicate to the Chamber and to the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber. The Chairperson/President shall, with the advice and counsel of the President, assign the Vice President the areas of responsibility, subject to Board of Directors approval. The Chairperson/President shall, with the advice and counsel of the

Vice-President and the Board of Directors, determine all committees, select all committee leaders, assist in selection of committee personnel.

The Chairperson/President elect shall exercise the powers and authority and perform the duties of the Chairperson/President in the absence or disability of the Chairperson/President. The Chairperson-elect shall also serve as head of the Program of Work Committee of the Chamber. As such, the Chairperson-elect and the Program of Work Committee will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs and Chamber objectives in the area served by the Chamber.

The duties of the Vice-President shall be such as the title by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chairperson/President and Board. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

The Treasurer shall be responsible for the safe-guarding 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. Checks are to be signed by the Treasurer or the President. The Treasurer shall give a monthly Financial Report to be made to the Board.

The President shall be the Chief Administrator and Chief Executive Officer. The President shall serve as advisor to the Chairperson-elect/President Elect, and the Program of work Committee on program planning and shall assemble information and data and cause to be prepared for special reports as directed. The President shall be a voting member of the Board and all committees. With assistance of the Vice-President, the President shall be responsible for the administration of the Program of Work in accordance with policies and regulation of the Board. The President shall be responsible for hiring, discharging, directing and supervising all employees. With cooperation of the Program of Work Committee and Executive 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. The President shall also be responsible for all expenditures within approved budget allocation.

The Secretary shall serve as secretary to the Board of Directors and the President, and cause to be prepared notices, agendas, and minutes of meetings to the Board.

All officers except the President serve at the pleasure of the Board of Directors. An officer, other than the President, determined to be failing to discharge duties with due diligence may have his/her appointment revoked by two-thirds of the Board present and voting in a quorum session pursuant to Article III, Section 3. The above rule applies to the President only when determined that there has been an illegal or immoral act committed that is detrimental to the operations of the chamber.

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 be composed of the Chairperson/President, Vice President, Treasurer, the Secretary, and such other members as the Board of Directors may determine.

The President shall serve as head of the Executive Committee and must sign as approval any and all acts voted upon by the Executive Committee. The Executive Committee shall keep regular minutes of its proceedings and report same to the Board of Directors.

Section 4. Indemnification: The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 8 of these By-laws.

ARTICLE VI - COMMITTEES

Section 1. Appointment and Authority: The Chairperson/President, by and with the approval of the Board of Directors, shall appoint all committee leaders. The Chairperson/President may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chairperson/President and shall serve concurrent with the term of the appointing Chairperson/President, unless the Board approves a different term. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board and to carry on such activities as may be delegated to them by the Board.

Section 2. Limitation of Authority: No action by any member, committee, employee, Director or Officer, except for the President, 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. Ad Hoc 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, it is deemed wise to discontinue the Ad Hoc committee.

Section 3. Testimony: Once committee action has been approved by the Board, it shall be incumbent upon the committee leaders, or, in their absence, whom they designate as being familiar enough with the issue to give testimony to or make presentation before civic and government agencies. The President may veto any decisions voted upon by the Board.

ARTICLE VII - FINANCE

Section 1. Funds: All money paid to the Chamber shall be accounted for by way of monthly accounting and budget forms, signed by both the President and the Treasurer.

Section 2. Disbursement: 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.

Section 3. Fiscal Year: The fiscal year of the Chamber shall close on December 31.

Section 4. Budget: As soon as possible after election of the new Board of Directors and Officers, the President shall adopt the budget for the coming year and submit it to the Board of Directors for approval. The President may override the Board of Directors and may approve the budget without Board approval.

Section 5. Annual Audit: The accounts of the Chamber of Commerce shall be audited annually as of the close of business on December 31 of each year by a certified public accountant. The audit shall at all times be available to members of the organization within the office of the Chamber.

Section 6. Bonding: The President and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII - DISSOLUTION

Section 1. Procedure: The Chamber shall use its funds only to accomplish the objectives and purpose specified in these By-laws, and no part of said funds shall 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 organization to be selected by the Board of Directors.

ARTICLE IX - PROCEEDINGS

Section 1. Parliamentary Authority: The concurrent edition of 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 By-laws of the Chamber.

ARTICLE X - AMENDMENTS

Section 1. Revision: The By-laws may be amended or altered by a majority vote of the Board members. All bylaws changes must have final, signed approval of the President. Any proposed amendments or alterations shall be submitted to the Board in writing at least ten (10) days in advance of the meeting at which the amendments are to be decided.

Bylaws Approved:

President: x _____ Print _____ Date: _____

Vice-President/Treas: x _____ Print _____ Date: _____

Secretary: x _____ Print _____ Date: _____

Board Member: x _____ Print _____ Date: _____

Board Member: x _____ Print _____ Date: _____