

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

ARTICLE I **GENERAL**

SECTION 1. NAME AND PURPOSE

(a) This organization is incorporated under the laws of the State of Florida and shall be known as **LAUDERDALE-BY-THE-SEA CHAMBER OF COMMERCE, INC.**

(b) **LAUDERDALE-BY-THE-SEA CHAMBER OF COMMERCE, INC.** is dedicated to broadening and strengthening the local economy by orderly growth and development; improving the quality of life in the area; developing a positive attitude toward business and the free enterprise system; promoting cooperation among governments, organizations and special interest groups in Lauderdale-By-The-Sea and Broward County to solve mutual problems and accomplish mutual goals.

ARTICLE II **MEMBERSHIP**

SECTION 1. ELIGIBILITY

Any person, association, corporation, partnership or other legal entity that is actively engaged in business and that has an interest in the objectives of the Corporation shall be eligible to apply for membership.

SECTION 2. ACCEPTANCE OF MEMBERS

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Executive Director shall review all applications and submit them to the Board of Directors with their recommendation. Acceptance of Members shall be by a two thirds (2/3) vote of the Board of Directors present at any meeting thereof. Any applicant so elected shall become a Member upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

SECTION 3. DUES

Membership dues shall be paid at such times and in such amounts as provided by the rate schedules and formulas adopted by the Board of Directors.

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

SECTION 4. TERMINATION

(a) Any Member may resign from the Corporation upon written request to the Board of Directors.

(b) Any Member shall be expelled by the Board of Directors for nonpayment of dues after sixty (60) days from the due date, unless otherwise extended for good cause, as determined by a majority vote of the Board of Directors;

(c) The Board of Directors may vote to expel a Member for conduct unbecoming a Member, or any act or statement detrimental to the reputation of the Corporation or opposed to the goals of the Corporation by the following procedure: At a regular, or special meeting, a motion must be made, and seconded to consider the expulsion of a Member and approved by a minimum of eight (8) Directors. The President shall send written notice of the "Vote to consider Expulsion" to the Member stating the reasons such action was taken. Once the Member is served the notice stating the results of the vote to consider expulsion, said Member has 10 days in which to prepare for a following meeting at which time expulsion of said Member will appear on the meeting agenda. At a regular or special meeting held on or after the 10th day the Member will have the opportunity to present evidence in a hearing before the final vote is taken. Nonattendance by the Member who is subject to expulsion shall not be an acceptable reason to delay the process. The Member may not be present during the actual vote. The vote for expulsion taken at the next meeting shall be by secret ballot. Should ten (10), or more, Directors vote in favor of expulsion then expulsion is immediate.

(d) Upon the sale of controlling interest in any Member corporation, partnership or other legal entity the member association, corporation, partnership or other legal entity shall automatically remain a Member of the Corporation providing such association, corporation, partnership or other legal entity does not change its business name. Directors, Officers, Committee members and members of project teams, who represented a Member involved in the sale of controlling interest shall automatically be removed from their position. The controlling interest will appoint a representative to the Corporation representing said new ownership of corporation, partnership or other legal entity. New representatives shall be eligible for all rights afforded previous representatives of the Member, but shall not automatically fill positions as Directors, Officers, Committee members or other positions held by previous representative of the same Member. Previous representatives of a corporation, partnership or other legal entity, having sold controlling interest, shall not be considered Members of the Corporation upon the sale of controlling interest in such entity unless re-appointed by new ownership of the association, corporation, partnership or other legal entity.

SECTION 5. VOTING

Each Member, (person, association, corporation, partnership or other legal entity), shall be entitled to cast one vote for each unit of membership as defined by the most current dues schedule.

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

SECTION 6. EXERCISE OF PRIVILEGES

(a) Any association, corporation, partnership or other legal entity holding membership shall nominate one individual whom the holder desires to exercise the privileges of membership covered by its subscription, and shall have the right to change its membership nomination upon written notice.

(b) At regular intervals, orientation on the purposes and activities of this organization shall be conducted to the following groups: New Directors, Officers, Project Leaders, committees, and new Members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual.

SECTION 7. HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to honorary membership. Honorary Members shall have all the privileges of Members, except the right to vote or to hold office, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

SECTION 8. ASSOCIATE MEMBERSHIP

Any person who is not actively engaged in their own business shall be eligible to be an Associate Member. Associated Members have all rights and privileges of regular Members, except voting and holding office. They shall pay such dues as may be fixed by the Board of Directors. Associate Members shall be approved by a two-thirds (2/3) vote of the Board of Directors.

SECTION 9. CONTRIBUTING MEMBERSHIP

(a) If corporate members of the hospitality or transportation industry (whose corporate headquarters are domiciled outside of Broward County, Florida) wish to, or have a possibility of, participating in joint promotions of the Lauderdale-By-The-Sea area with the Corporation, they may be granted a contributing membership.

(b) To receive a contributing membership, firms must be recommended by a majority of the Corporation's Board of Directors. Such membership shall be for a period of one (1) year.

(c) Contributing Members shall enjoy all rights normally accorded Associate Members as specified elsewhere in these By-laws.

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

ARTICLE III **GENERAL MEMBERSHIP MEETINGS**

SECTION 1. ANNUAL MEETING OF MEMBERS

The annual meeting of the Chamber of Commerce shall be held at a time and place fixed by the Board of Directors. Written notice stating the date, place and hour of the annual meeting shall be delivered to the general membership no less than ten (10) days before the meeting, either personally, through the mail, by e-mail, facsimile broadcast or in the Chamber of Commerce Newsletter. The term "general membership" as used throughout these By-laws shall mean each and every individual business entity which is a Member of the Chamber, it does not refer to "fair share" Representation.

SECTION 2. SPECIAL MEETINGS OF MEMBERS

Special meetings of the Chamber of Commerce shall be held when directed by the President or a majority of the Board of Directors or when requested in writing by not less than ten percent (10%) of the general membership of the Corporation. Written notice stating the date, place, hour and purpose of the special meeting shall be delivered to all Members no less than ten (10) days before the meeting, either personally or through the mail.

SECTION 3. VOTING AT GENERAL MEMBERSHIP MEETINGS

At all general membership meetings, each Member of the Chamber of Commerce shall be entitled to one vote for each proposal presented at the meeting. The act of a majority of the votes shall be the act of the general membership. Votes may be cast in person or by written authorized proxy. In order for a proxy to be valid, it must be executed in writing by the Member, and shall state with specificity its intent and its date of issue. No proxy shall be valid after the expiration of the thirty (30) days from the date of its execution.

SECTION 4. QUORUMS AT GENERAL MEMBERSHIP MEETINGS

At any general membership meeting of the Chamber, ten percent (10%) of the general membership of the Chamber of Commerce shall constitute a quorum. If a quorum is not present at a given general membership meeting, that meeting is not valid.

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. FUNCTION/DUTIES

All corporate powers shall be exercised by or under the authority of the Board of Directors. Such Directors shall in all cases act as a Board, regularly convened, pursuant to majority vote. They may adopt such rules and regulations for the conduct of their meeting and the overall management of the corporation, as they may deem proper, not inconsistent with these by-laws or the laws of the State of Florida.

SECTION 2. ELIGIBILITY

Each Director must be at least eighteen (18) years of age and an appointed Representative to the Corporation. Any Representative may run for election to the Board of Directors, without regard to the physical location of their business and be elected to the Board in an annual election.

When Directors are appointed by the Board of Directors to fill a vacancy on the Board, non-resident business representatives may not be appointed unless at least sixty percent (60%) of the total Directors are from businesses that are physically located within the corporate limits of the town of Lauderdale-by-the-Sea, or Village of Sea Ranch Lakes, Florida. Not more than forty percent (40%) of the directors may be from businesses that are physically located outside the corporate limits of the town of Lauderdale-by-the-Sea, or Village of Sea Ranch Lakes, Florida, except those elected in the annual election.

SECTION 3. NUMBER OF DIRECTORS

The Board of Directors shall at all times be comprised of 15 members including Immediate Past President, President, Vice President, Corporate Secretary and Treasurer. In the event the Immediate Past President's position is vacant, the Board of Directors will appoint, by a two thirds (2/3) majority vote a Member of the Board to fill this position.

SECTION 4. TERM OF OFFICE

Each Director shall hold office for a term of two (2) years, commencing at the January meeting following his or her election and expiring two (2) years thereafter. Eight (8) members shall be elected for the odd number year and seven (7) members shall be elected for the even number year.

SECTION 5. PUBLICITY OF CANDIDATES

(a) Names of individuals seeking election to the Board of Directors, along with their company name and telephone number shall be printed in the November Issue of the Chamber of Commerce Newsletter.

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

(b) Individuals seeking election to the Board of Directors may submit a document to the Board of Directors containing up to 125 words, (1/2 page), stating their qualifications and other information pertinent to being elected to the Chamber Office. Provided these documents are received by October 25th, they will be reprinted in the November issue of the Chamber of Commerce Newsletter.

(c) The Sample Ballot for Electing members of the Board of Directors shall be included in the November issue of the Chamber of Commerce Newsletter.

(d) Individuals seeking election to the Board of Directors are discouraged from any other means of publicizing their candidacy including direct mail campaigns to Members, faxes to Members, emails to Members, telemarketing Members, use of billboards or signs or advertisements in publications other than the Chamber of Commerce Newsletter.

SECTION 6. ELECTION OF DIRECTORS

(a) Any Member of the Corporation meeting the qualifications stated in the By-laws, may seek election to the Board of Directors providing they are a Member in good standing as of October 1 of the current year.

(b) In the September Issue of the Chamber of Commerce Newsletter, which must be mailed by September 8, the Executive Director will announce the upcoming election and call for candidates in a half full page Advertisement.

(c) By October 25th, all applications for nomination to the Board of Directors need to be delivered by hand or registered mail to the Chamber of Commerce office. Individuals seeking election to the Board of Directors may also submit a document to the Chamber Office containing up to 125 words, (1/2 page), stating their qualifications and other information pertinent to being elected to the Board of Directors. Provided these documents are received by October 25, they will be reprinted in the November issue of the Chamber of Commerce Newsletter. Individuals seeking nomination to the Board of Directors may purchase additional advertising space in the Chamber of Commerce Newsletter.

(d) The names of all nominees shall be placed in a container by the Executive Director, in the presence of two members of the Board of Directors appointed by the Executive Committee, and randomly drawn from the container to establish the order of listing on the official ballot.

(e) The Sample Ballot for electing members to the Board of Directors shall contain the name of the individual, company name and telephone number and shall be included in the November issue of the Chamber of Commerce Newsletter.

(f) The Executive Director will prepare the official ballot to be mailed to all Members fourteen days prior to the election, (see paragraph (i) below).

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

(g) Each Official ballot shall contain the instruction that the voter is entitled to cast one vote for as many candidates as there are Directorship positions available up to fifteen (15) Directors. Only original Official Ballots are valid, copies are not acceptable and will not be tallied in the vote.

(h) All voters will be instructed to return the ballots before the Tuesday proceeding the Thanksgiving holiday, in a sealed envelope to the Corporation office, in care of the Executive Director, either personally or through the mail. Ballots will be held unopened in a locked box in the corporate offices by the Executive Director.

(i) A committee of 3 Inspectors of Election Judges appointed by the Board of Directors shall be responsible for opening the locked box, tabulating the ballots and certifying the results. On the Wednesday preceding the Thanksgiving holiday, the ballots will be opened one at a time in the presence of the entire committee for tabulation.

(j) The winner(s) of the election will be those individuals with the most numerical votes, from the highest and on down the line, the exact number depending upon the number of Directorship positions up for election. In the event of a tie, the Vice-president of the Corporation shall arrange a run-off election.

(k) Winners will be notified by the Executive Director by telephone on the following business day.

SECTION 7. TERMINATION FROM BOARD OF DIRECTORS

(a) If a member of the Board of Directors is absent from three (3) consecutive monthly Board meetings or fails to attend seven (7) monthly Board meetings within any twelve (12) month span, his/her Directorship shall automatically terminate and his/her position on the Board shall be declared vacant. The Board is empowered with the discretionary authority to waive automatic termination and allow a member to remain on the Board by a vote of two-thirds (2/3) of the quorum at any Board of Directors meeting.

(b) Any Director, Officer, Committee Chairperson, or Project Leader may resign their position upon written request to the Board of Directors without resigning as a Member of the Corporation.

SECTION 8. VACANCIES

(a) Any vacancy occurring on the Board of Directors, including any vacancy caused by an increase in the number of Directors may be filled by the vote of a majority of the quorum at a Board meeting. A Director elected to fill a vacancy shall remain on the Board through the completion of the term they have been elected to fill. At the conclusion of that term said Director remains eligible to seek a new two (2) year term pursuant to Article IV, Section 5.

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

(b) Any qualified Member may submit a request, along with a résumé, to be considered to fill vacancies on the Chamber Board of Directors at any time by email or facsimile to the Executive Director or President.

(c) When a vacancy is created under Article IV, Section 7, filling the position will be done at the next regularly scheduled meeting of the Board of Directors.

(d) When a vacancy occurs for any reason on the Board of Directors, the following will occur:

(1) The Executive Director will notify all Members of the number of positions available on the Board of Directors by letter, email, or email-blast call within 2 business days of the vacancy occurring. The notification will state the time and other requirements for fulfilling the Board position.

(2) The notification will invite Members to submit their names, along with a résumé, expressing an interest in serving on the Board of Directors to the Executive Director, or President by letter, facsimile or email. Applications must be received at least 48 hours before the next Board of Directors meeting.

(3) A complete list of all potential candidates who have agreed to serve will be submitted on printed list at the next regularly scheduled Board of Directors meeting for appointment to the Board to fill vacant positions.

(4) If there are more candidates than positions available on the Board, after reviewing résumés and discussion of the candidates the Quorum at the Board meeting will vote, by secret ballot, to fill the vacant position(s). In the event there are no candidates, this will be postponed to the following regularly scheduled meeting of the Board.

SECTION 9. MONTHLY BOARD OF DIRECTORS MEETINGS

Regular meetings of the Board of Directors shall be held each month at a time prescribed by the Board of Directors. Written notice of these monthly Directors' meetings to each Director is not required.

SECTION 10. SPECIAL BOARD OF DIRECTORS MEETINGS

Special meetings of the Board of Directors shall be held when directed by the President or when requested in writing by a majority of the Board of Directors. Written notice stating the date, place, hour and purpose of the special meeting shall be delivered to each Board member no less than forty-eight (48) hours before the meeting.

SECTION 11. VOTING AT BOARD OF DIRECTORS MEETINGS

At all Board of Directors meeting, each Director shall be entitled to one vote for each proposal presented at the meeting. The act of a majority of the quorum shall be the act of the Board of Directors, unless a two-thirds (2/3) vote is otherwise required herein.

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

SECTION 12. QUORUM AT BOARD OF DIRECTORS MEETINGS

At any Board of Directors meeting, fifty per cent (50%) of the total number of Directors shall constitute a quorum. If a quorum is not present at a given Board of Directors meeting, the meeting is not valid.

SECTION 13. RUNNING FOR PUBLIC OFFICE

If any Director decides to run for public office during their tenure on the board, upon officially filing as a candidate, the Director must notify the Chamber office immediately in writing. As of the date of official filing the Director will no longer be eligible to participate in any function associated with the duties of a Chamber Director including but not limited to attending Board of Director meetings and voting on Chamber issues at Board meetings. This will continue until the date of the public election. If the Director is elected to any public office the Director will be required to resign his/her position on the Board of Directors immediately in writing. If the Director is not elected to public office, they are then eligible to continue duties as a Director on the Board of Directors.

SECTION 14. LIMITATION OF AUTHORITY

No action by any Member, Committee, Division, Employee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of the Corporation until it shall have been approved or ratified by the Board of Directors. All official correspondence must be approved by the President or their appointed representative before being sent.

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

ARTICLE V OFFICERS

SECTION 1. OFFICERS

The officers of the Corporation shall consist of a President, Vice-president, Corporate Secretary and a Treasurer. No person may hold more than one office.

SECTION 2. ELIGIBILITY

Each Officer must be at least eighteen (18) years of age and a member of the Board of Directors of the Corporation and from a business that is physically located within the corporate limits of the town of Lauderdale-By-The-Sea, or Village of Sea Ranch Lakes, Florida.

SECTION 3. DUTIES

(a) **PRESIDENT.** The President shall serve as the executive head of the Corporation and shall preside at all business meetings of the membership, Board of Directors and Executive Committee.

(b) **VICE-PRESIDENT.** The Vice-president shall exercise the powers and authority and perform the duties of President, in the absence or disability of the President. The Vice-president shall also serve as President of the Program of Work Committee of the Corporation. As such, they and their committee will be responsible for determining that the program activities of the Corporation are of such duration as is required, at all times being alert to assure that the activities of the Corporations are directed toward achieving business and community needs in the area served by the Corporation.

(c) **CORPORATE SECRETARY.** The Corporate Secretary shall notify Officers, Committees, Project Leaders and other Members given assigned tasks of their appointment and furnish them with credentials as required. The Corporate Secretary shall be responsible to keep official copies of the Papers of Incorporation, By-laws, rules, procedures and all other legal and official documents of the Corporation. The Corporate Secretary shall advise the President and other Officers of the contents of these documents when requested to do so.

(d) **TREASURER.** The Treasurer shall be responsible for the safeguarding of all funds received by the Corporation and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board.

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

SECTION 4. ELECTION

The President, Vice-president, Corporate Secretary and Treasurer shall be elected by a majority vote of the Board of Directors at the Board's regularly scheduled JANUARY meeting each year, and each shall hold office for the term of one (1) year.

SECTION 5. VACANCIES

All vacancies in any office shall be filled by a majority vote of the Board of Directors without undue delay either at a regularly scheduled monthly meeting or at a meeting specially called for that purpose. During the period of a vacancy in office, the Board of Directors, by a majority vote, may delegate the powers and duties of said office to any Director for the interim Period.

SECTION 6. REMOVAL OF DIRECTORS AND/OR OFFICERS

The Board of Directors may vote to remove a Director or Officer for conduct unbecoming a Director or Officer, or any act or statement detrimental to the reputation of the Corporation or opposed to the goals of the Corporation by the following procedure: At a regular, or special meeting, a motion must be made, and seconded to consider the removal and approved by a minimum of eight (8) Directors. The President shall send written notice of the "Vote to consider removal" to the Director or Officer stating the reasons such action was taken. Once the person is served the notice stating the results of the vote to consider removal, said Director or Officer has 10 days in which to prepare for a following meeting at which time removal of said Director or Officer will appear on the meeting agenda. At a regular or special meeting held on or after the 10th day the Director or Officer will have the opportunity to present evidence in a hearing before the final vote is taken. Nonattendance by the person who is subject to removal shall not be an acceptable reason to delay the process. The Director or Officer may not be present during the actual vote. The vote for removal taken at the next meeting shall be by secret ballot. Should ten (10), or more, Directors vote in favor of removal then removal is immediate. The Director or Officer will be notified of the voting results within 24 hours. The Member Corporation, partnership, or other legal entity shall be entitled to remain as a regular Member subject to further action by the Board of Directors.

SECTION 7. INDEMNIFICATION

Every Director and every Officer of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon them in connection with any proceedings to which they may be a party or in which they may become involved by reason of his/her being or having been a Director or Officer of the association or any settlement thereof whether or not he or she is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties.

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

SECTION 8. ANNUAL EVALUATION OF CORPORATION STAFF

(a) Once each year all managers and employees of the Chamber of Commerce are entitled to an evaluation of their performance. Performance reviews are intended to point out the strengths and weaknesses of Corporation employees and are not necessarily tied to salary Reviews.

(b) Between July 1 and August 1 of each year the Executive Committee will choose the form to be used for evaluating Corporation Staff. Multiple copies of this form will be given to all Corporation Staff including the Executive Director on August 1, and they will be requested to evaluate the performance of all other staff members with which they personally interact. The Executive Director will be required to evaluate all corporate staff members. Each Staff Member will also be required to do a self evaluation using the same form.

(c) The completed forms will be inserted into a sealed envelop and delivered personally to the President, or their duly authorized representative by August 15. At the end of the first Executive Committee Meeting following August 15th, the President will review the results of the evaluations with the Executive Committee. The Executive Director will be excused from this meeting at the end of regular business and before the evaluations are reviewed.

(d) The President will appoint a member of the Executive Committee to prepare a written evaluation for each Corporation staff member including the Executive Director based on the information provided on the evaluation forms and input from members of the Executive Committee.

ARTICLE VI **MANAGEMENT**

SECTION 1. FUNCTION/DUTIES

(a) The Executive Director shall be the General Manager of day-to-day operations and serve as Recording Secretary. They shall cause to be prepared Notices and Minutes of Meetings of the Executive Committee, Board of Directors and all committees. All Chamber correspondence must be approved by the President or their appointed representative before being sent.

(b) The Executive Director shall serve as advisor to the President, and to all other Officers, Directors, Committee Chairs and Project Leaders. They shall assemble information and data and cause to be prepared special reports as requested by the President or Executive Board.

(c) The Executive Director shall be a nonvoting member of the Board of Directors, the Executive Committee and all committees. They shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

(d) The President shall be responsible for hiring, discharging, directing and supervising all employees with approval of the Board of Directors.

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

(e) With the cooperation of the Program of Work Committee and Budget Committee, the President shall be responsible for the preparation of an operating budget covering all activities of the Corporation, subject to approval of the Board of Directors. They shall also be responsible for all expenditures within the approved budget.

ARTICLE VII

COMMITTEES AND DIVISIONS

SECTION 1. APPOINTMENT AND AUTHORITY

(a) The President, by and with approval of the Board of Directors, shall appoint all committees, committee chairpersons, project teams, project leaders and assistant project leaders. The President may appoint such ad hoc committees and their chairpersons as they deem necessary to carry out the programs of the Corporation. Committee appointments shall be at the will and pleasure of the President and shall not exceed the term of the appointing President.

(b) It shall be the function of the 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.

SECTION 2. LIMITATION OF AUTHORITY

(a) No action by any Member, Committee, Division, Employee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of the Corporation until it shall have been approved or ratified by the Board of Directors. All official correspondence must be approved by the President or their appointed representative before being sent.

(b) The President shall discharge committees 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. DIVISIONS

(a) The Board may create such divisions, bureaus, departments, or councils, as it deems advisable to handle the work of the Corporation.

(b) The Board shall authorize and define the powers and duties of all divisions, bureaus, departments and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments or councils.

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

ARTICLE VIII **EXECUTIVE COMMITTEE**

SECTION 1. EXECUTIVE COMMITTEE MEMBERSHIP

(a) The Executive Committee shall be comprised of seven members; the President, Vice-President, Corporate Secretary, Treasurer, Hotel Liaison and Business Liaison as voting members, and the Executive Director, (acting as Recording Secretary), a nonvoting member. In the event of a tie vote on any proceeding or issue, the Presidents vote shall be the deciding vote.

(b) The Hotel Liaison and Business Liaison shall be elected by the Board of Directors at the JANUARY meeting of each year and shall hold office for a term of one (1) year.

SECTION 2. FUNCTION/DUTIES

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session. However, at no time shall the Executive Committee take any action, which is inconsistent with a decision and/or position previously adopted by the Board of Directors. Anytime the Executive Committee takes an official position on behalf of the Chamber, said position must be subject to a ratification vote by a majority of the Board at the next Board of Directors Meeting.

ARTICLE IX **FINANCES**

SECTION 1. FUNDS

All money paid to the Corporation shall be placed in the appropriate account.

SECTION 2. DISBURSEMENTS

The Executive Director is authorized to prepare disbursements on accounts and expenses approved and provided for in the budget. Checks to be disbursed shall be signed by the Treasurer with the second signature being that of the President, Vice President or Corporate Secretary. In the event the Treasurer or two of the above Officers are not available the signatures should be those of any Officer and one authorized Director. Authorized Directors are those Directors who have been approved by the Board of Directors and registered with the bank as official signers on the bank accounts. In no instance should the person preparing the checks be a signer of checks.

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

SECTION 3. BUDGET

At least a month before the end of the fiscal year, the Executive Director shall prepare a proposed budget to be reviewed by the Budget Committee. After such review the budget shall be submitted to the new Board of Directors at their first meeting of the new fiscal year for their consideration and adoption.

SECTION 4. FINANCIAL STATEMENT

A Financial statement shall be prepared by a certified public accountant at the end of each fiscal year. The statement shall at all times be available to the Members of the organization within the offices of the Corporation.

SECTION 5. BONDING

The Executive Director and such other Officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Corporation.

ARTICLE X **DISSOLUTION**

SECTION 1. PROCEDURE

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of the funds shall inure, or be distributed, to the Members of the Corporation. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XI **PARLIAMENTARY PROCEDURE**

SECTION 1. RULES OF ORDER

(a) The current 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 Corporation.

(b) The President shall appoint a member of the Board of Directors to serve as Parliamentarian at all Board of Directors and Membership meetings during his/her term of Presidency. In the absence of the Parliamentarian, the Corporate Secretary shall act as Parliamentarian.

Lauderdale-By-The-Sea Chamber of Commerce

By-laws

ARTICLE XII AMENDMENTS

SECTION 1. AMENDMENTS

These by-laws may be amended or altered by a two-thirds (2/3) vote of the quorum of Board of Directors at any regular or special Board of Directors meeting, provided the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board members in writing at least ten (10) days before the meeting at which they are to be acted upon.

SECTION 2. AUTHORITY OF BY-LAWS

This set of By-laws, approved by the Board of Directors of the Corporation, supersede and replace any and all existing and/or previous by-laws as of the date set forth below and caused to be printed at the bottom of each page hereof.

Effective Date: May 11, 2006

CERTIFICATION

We, the undersigned, do hereby certify:

THAT We are the duly elected and acting **President** and **Officers** of **LAUDERDALE-BY-THE-SEA CHAMBER OF COMMERCE, INC.**, A Florida Nonprofit Corporation, and these By-laws were duly adopted at a meeting of the Board of Directors thereof, held on the 11th day of May, 2006.

IN WITNESS THEREOF, we have hereunto subscribed our names and affixed the seal of said Corporation this 11th day of May, 2006.

Bob Terrian, President

Paul Novak, Vice President

Bill Davis, Treasurer

Marie Claude Gaffney, Corporate Secretary

(CORPORATE SEAL)