PUTNAM COUNTY CHAMBER OF COMMERCE, INC. BYLAWS

ARTICLE I GENERAL

Section 1 Name

This organization is incorporated under the laws of the State of Florida and is known as the Putnam County Chamber of Commerce, Inc.

Section 2 Purpose

The Putnam County Chamber of Commerce, Inc. is organized to advance the general welfare and prosperity of the Putnam County area so that its citizens and all areas of the business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given the civic, commercial, cultural, industrial and educational interests of the area.

Section 3 Area

Putnam County area shall mean to include all of Putnam County and its municipalities.

Section 4 Limitations of Methods

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

ARTICLE II MEMBERSHIP

Section 1 Eligibility

Any person, firm, organization, corporation, partnership, or estate having an interest in the objectives (as stated in Article 1, Section 2) of the Chamber shall be eligible for membership.

Section 2 Acceptance

Those meeting the qualifications set forth in Section 1 of this Article may be accepted as members upon payment of their dues.

Section 3 Classes of Membership and Dues

A. Associate Membership. Salaried individuals or persons not actively engaged in the ownership or management of a business, commercial or professional enterprise may be accepted for membership upon payment of minimum dues as may be from time to time prescribed by the Board of Directors.

B. Business Membership. Any individual, firm, corporation, partnership or estate actively engaged in a business, or any organization, commercial or professional enterprise, may be accepted for membership upon payment of the basic membership dues at such rate or rates, scheduled or formula, as may be from time to time prescribed by the Board of Directors.

C. Honorary members. So designated by the affirmative vote of two-thirds of the directors present at any regular or special meeting of the Board of Directors, in recognition of distinctive service to the Chamber or community. Those granted the title of “Honorary Member” will be non-paying members who have retired from active employment, and classified under the “Honorary” class of membership.

Section 4 Voting

In any election or on any question presented at any regular or special meeting of the membership, each active member in good standing shall be entitled to one vote.

Section 5 Dues

Annual dues for active members shall be provided in the investment schedule adopted and updated from time to time by the Board of Directors. Dues are to be paid annually and will be considered delinquent and not in good standing if not paid within (90) days of date due. Honorary members shall be exempted from the requirement to pay dues.

Section 6 Termination

A. Resignation. Any member in good standing may withdraw from the Chamber by submitting their resignation to the Board of Directors. No prorate refund of dues shall be made.

B. Delinquency. Any member who fails to pay their investment within sixty days after due date shall receive a written notice of delinquency. After ninety days the Board shall be informed of the delinquent accounts and final notices will be sent. Such memberships will be terminated at the next Board meeting unless payment is made or extension is granted for cause by the President.

ARTICLE III MEETINGS

Section 1 Regular and Special Meetings

The Board of Directors may provide for regular meetings of the Chamber and special meetings may be ordered by the Board of Directors or called by the Chairman of the Board.

Section 2 Annual Meeting

An Annual Membership meeting shall be held each year.

Section 3 Notice

Each member of the Chamber shall be given notice of every regular or special meeting, said notice shall be in writing and sent at least five days in advance of the meeting. The notice must state the purpose of the meeting.

Section 4 Quorum

Those members present at any regular, special or Annual Meeting of the Chamber shall constitute a quorum; a majority of Directors present shall constitute a quorum of the Board of Directors; at committee meetings a majority shall also constitute a quorum.

ARTICLE IV BOARD OF DIRECTORS

Section 1 Board of Directors

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. The Board of Directors shall consist of the following:

A. **Elected Members.** The Board of Directors shall be composed of eighteen (18) elected members, six (6) of whom shall be elected annually to serve for three (3) years, or until their successors are elected or appointed.

B. **Appointed Members.** The Chairman of the Board may appoint, with approval of the Board of Directors, up to six (6) members to serve as directors-at-large for a period of one year. These appointments shall include any Vice Chair and the Treasurer, selected by the Chairman of the Board who are not otherwise members of the Board of Directors.

C. **Automatic Members.** The Chairman of the Board, the Immediate Past Chairman, and the Chairman Elect shall serve as members of the Board of Directors during their term.

D. Ex-Officio Members. The Board of Directors may invite to serve as ex-officio members of the Board without a vote, and upon acceptance of the following.

- The Chairman of the Board of County Commissioners
- The Mayors of the incorporated cities of Putnam County.
- The Chairmen of the Chamber's Area Council Steering Committees.
- The Chairman of the Putnam County Economic Development Council.
- The Comptroller & Clerk of Courts Putnam County
- The President of the Putnam County Chamber of Commerce.
- Any such other individuals as the Board of Directors may deem advisable.

E. **Rights of Members.** All members shall be entitled to hold office, attend meetings of the Board, and participate in discussions and debates. All members, except ex-officio members shall be counted for quorum purposes and shall be entitled to vote.

Section 2 Meetings

The Board of Directors shall hold meetings at such regular intervals and at such times as the Board may determine. Special meetings may be called by the Chairman of the Board; and when three members of the Board shall request a special meeting may be called for specific purpose, the Chairman of the Board shall call such meetings. Notice of any regular meeting shall be sent to each member at least twenty-four hours prior to the time of said meeting. Notice of special meetings shall be given at least three hours in advance of the meeting time.

Section 3 Attendance

Should a Director be absent from four (4) regular scheduled Board meetings during a calendar year, these absences shall be interpreted as a resignation from the Board of Directors. Such vacancies shall be filled by nomination of the Chairman of the Board and approved by a majority vote of the Board of Directors.

Section 4 Nominations

A. Nominating Committee. The Directors shall be nominated for election by a Nominating Committee, appointed by the Chairman of the Board and consist of **at least** two (2) Board members, and three (3) other members of the Chamber **to comprise a committee of five**. The Chairman of the Board shall designate the Chairman. The nominating Committee shall nominate for the Board of Directors as many candidates as are to be elected. All of whom shall have expressed their willingness to serve, and shall report its nominations to the Board of Directors at their regular Board of Directors meeting at least one month prior to the Chamber's Annual Planning Session.

B. Director Categories.

For nominating purposes the membership shall be divided into the following categories: 1) retail and wholesale; 2) professions and services; and 3) industry and finance. Two (2) representatives of each of these categories shall be nominated each year.

C. Publicity of Nominations.

A copy of the Committee's report, listing its nominees, shall be sent to each member of the Chamber by the end of the fifth day after the Board of Directors meeting, accompanied by an explanation of the election procedure.

D. Nominating by Petition.

Any seven (7) member firms of the Chamber in good standing may nominate additional candidates by proposing them in writing over their signatures and filing their proposal with the President by noon on the fifteenth day following the mailing date.

Section 5 Election of Directors

A. Determination. If no additional nominations are filed within the time allotted, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at its next regular meeting. If additional nominations are presented during the time allotted, a ballot listing all nominees, in alphabetical order in each contested category, shall be sent to members by the President by the end of the second working day following additional nominations deadline. All ballots must be received by noon on the Friday preceding the third Monday after the mailing in order to be validated.

B. Judges. If there are additional nominations, the Chairman of the Board shall appoint three (3) members to act as Judges of the Election, who shall count all ballots received by the Board of Directors. Nominees receiving the highest number of votes in each category shall be presented to the Board of Directors by the Judges and declared elected by the Board of Directors. In the event of a tie vote, the election shall be determined by lot under the direction of the appointed Judges of Election.

Section 6 Vacancies

Vacancies on the Board of Directors or among the Officers will be filled by Chairman of the Board appointment, subject to ratification by the Board of Directors.

Section 7 Resignation

A. Political Candidates. The Chairman, chair elect or any other officer serving an elected or appointed term who decides to run for any public office is required to submit their resignation before they publically announce their candidacy for office.

B. Request. Any Director or Officer may resign, effective immediately, or at a later time specified by the Officer/Director by notification to the President, Chairman of the Board or the Board of Directors. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when resignation becomes effective.

Section 8 Policy

The Board of Directors is responsible for establishing procedures for formulating policy of the Chamber. They are also responsible for adopting all policies of the organization. These policies and procedures shall be shall be maintained in a policy manual to be reviewed annually by the Board of Directors and revised as necessary.

Section 9 Powers

The corporate powers of the Chamber of Commerce shall be exercised, its business and its property and finances controlled by the Board of Directors. The Board is empowered to and shall;

A. Establish an annual budget for the fiscal operation of the Chamber.

B. Approve or disapprove the appointments of all committees, except as otherwise provided by these Bylaws.

C. Confirm appointments by the Chairman of the Board to fill all vacancies in the membership of the Board of Directors.

D. Cause to be submitted annually in writing, a report to the general membership of the Chamber on the work and finances thereof.

E. Affiliate and share its property with such other civic organizations as it may deem advisable and for the best interest of the Chamber.

F. Carry out other powers provided for herein.

Section 10 Management
The Board of Directors shall employ President and shall fix the salary and other considerations and terms of employment.
Section 11 Seating of New Directors
All newly elected Directors shall be seated at the regular December Board Meeting and shall be participating members thereafter. The retiring directors shall continue to serve until the end of the calendar year.

ARTICLE V OFFICERS

Section 1 Chair Elect Nomination
Nomination for Chairman Elect shall be made by a Nominating Committee comprised of the Chairman of the Board and the immediate four Past Chairmen of the Board of the Chamber. This nomination shall be reported to the new Board of Directors at its December organizational meeting and shall be placed on the agenda for approval.
Section 2 Appointments of Officers
The Chairman of the Board shall appoint, with the approval of the Board of Directors, a Treasurer, and as many Vice Chairmen as is deemed necessary to conduct the activities of the Chamber. Each Vice Chairman shall lead a division. All officers are elected or appointed to serve for a term of one (1) year or until their successor assumes the duties of office, and they shall be voting members of the Board of Directors.
Section 3 Duties of Officers
A. Chairman of the Board. Chairman of the Board shall serve as the Chief Executive Officer of the corporation and its Executive Committee, and shall preside at all meetings of the membership, Board of Directors and Executive Committee. He/she shall, with the advice and counsel of the Vice Chairmen and the President, select all committee leaders, subject to the approval of the Board of Directors. With the authorization of the Board of Directors, he shall sign all deeds, contracts, and other instruments affecting the operation of the Chamber or any of its properties, He/she shall with the President, sign all formal documents of the chamber.
B. Chairman Elect. The Chairman-Elect shall succeed the Chairmanship upon the expiration of the term of the Chairman. He/she shall have the duty of assisting the Chairman of the Board of the corporation and of performing the duties of the Chairman of the Board in his absence. The Chairman Elect shall be the Chairman of the Long Range Planning Committee with the primary function of developing the Annual Plan.
C. **Vice Chairmen.** The duties of the Vice Chairmen shall be such as their Division titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chairman of the Board and the Board of Directors. They will also have under their immediate jurisdiction all committees and task forces pertaining to their general office duties. Each shall confer with the Chairman of the Board and President, in the coordination of programs, committee appointments, and financial needs. Each Vice Chairman shall give periodic reports to the Board of Directors of division progress.
D. Treasurer. The Treasurer shall supervise the receipt, deposit, and disbursements of the funds of the Chamber, and shall serve as Chairman of the Finance Review Committee and shall otherwise assist and work closely with the Chairman Elect on the Long Range Planning Committee in providing the money necessary to meet the

requirements of the Chamber's program of work. He/she and the President shall be responsible for determining the ways and means by which budget requirements are met. He/she shall be the official custodian of all funds of the Chamber. He/she shall cause a monthly financial report to be made to the Board of Directors. The Treasurer shall give such surety bond in favor of the Chamber as the Board of Directors may require. The premium of said bond to be paid by the Chamber.

E. President. The President shall be the Chief Operating Officer of the Chamber and shall perform such responsibilities as may be assigned to him/her by the Chairman of the Board. He/she shall serve as recording secretary of the Board of Directors and cause to be prepared notices, agendas, and minutes of meetings of the Board of Directors. He/she shall be the Secretary of the corporation. He/she shall serve as advisor to the Chairman of the Board and all committees. He/she shall assemble information and data and cause to be prepared special reports on such matters as the Chairman of the Board may designate. With the assistance of the Vice Chairmen he/she shall be responsible for administration of the Plan of Action in accordance with policies of the Board of Directors. He/she shall be responsible for hiring, discharging, directing, supervising and salary administration of all employees. With the cooperation of the Long Range Planning Committee and the Treasurer, he/she shall be responsible for the preparation of the operation budget covering all the activities of the Chamber, subject to the approval of the Board of Directors. He/she shall be responsible for all expenditures in accordance with the approved budget allocation. The President shall be a non-voting member of the Board of Directors, the Executive Committee and all Committees and Task Forces.

Section 4 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 of Directors for its actions. It shall be composed of the Chairman of the Board, Chairman Elect, Immediate Past Chairman, the Vice Chairmen, Treasurer and the President. The Chairman of the Board shall serve as the head of the Executive Committee.

ARTICLE VI COMMITTEES AND DIVISIONS

Section 1 Committees

A. **Appointment**. The Chairman of the Board shall appoint all committees, subject to confirmation by the Board of Directors except as otherwise provided.
B. **Function**. It shall be the function of the Committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and carry out such other activities as may be delegated to them by the Board of Directors.
C. **Limitation of Authority.** It is the intent of this section to provide that committees shall have the authority to decide matters of interest to such committees only, and to recommend to the Board of Directors for decision, all matters affecting the community or the Chamber as a whole. From any committee, both majority and minority reports may be submitted to the Board of Directors. No committee or task force, standing, or special shall have the power to commit the Chamber on any matter of general policy or expense.

D. Time of Meetings. Meetings of the committees may be called at any time by the Chairman of the Board, Vice Chairmen or the Chairman of committee or task force.

Section 2 Divisions

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations, as it deems advisable to handle the work of the Chamber. Divisions shall not have the power to commit the Chamber on any matter of general policy, and shall recommend to the Board of Directors all matters affecting the community.

Section 3 Affiliated Organizations

The Board of Directors shall have the power to provide for affiliation of organizations with the Chamber in such a manner and upon such terms as the Board may determine, provided that such affiliation shall not imply privileges of membership.

ARTICLE VII FINANCIAL

Section 1 General

Financial policies will be detailed in the Chamber Policy Manual and will be reviewed and revised as needed by the Executive Committee, Financial Review Committee and/or Board of Directors.

Section 2 Disbursements

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. All disbursements shall be made by check, as practically possible. All checks over $5,000 require the signature of the President and one other officer or two corporate officers and all checks less than $5,000 can be signed with one signature, either the President or one officer. Also, the Treasurer will review the bank statements and reconciliations each month for all transactions. The President is authorized to send funds above $5,000 via ACH transaction for reoccurring monthly expenses.

Section 3 Fiscal Year

The fiscal year of the Chamber shall be from October 1 through September 30.
The governance year of the Chamber shall be the calendar year.

Section 4 Budget

As soon as possible after election of the new Board of Directors and Officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval. Upon the approval of the budget, the President is authorized to make disbursements on account of expenses provided for in the budget without additional approval by the Board of Directors providing sufficient funds are available.

Section 5 Annual Review

The accounts of the Chamber of Commerce shall be reviewed annually by a Certified Public Accountant. The year-end review shall be prepared coincident with the preparation of the Chamber's annual income tax return. The Treasurer and/or President with present findings to the Executive Committee and Board of Directors.

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 of Directors and paid for by the Chamber.

ARTICLE VIII SEAL

Section 1 Seal

The Corporate Seal is a circular disc bearing the words “Putnam County Chamber of Commerce”.

ARTICLE IX INDEMNIFICATION

The Chamber shall indemnify its officers and directors and any former officers and directors who were or are parties, or are threatened by any suit, action or proceeding to which they are made parties by reason of being or having been directors or officers, against all expenses (including attorney’s fees), judgments, fines and amounts actually and reasonable incurred by them in connection with such proceeding, including any appeal, if they acted in good faith and in a manner reasonably believed to be in the best interest of the Chamber. However, no indemnification shall be made with respect to any claim, issues or action if a judgment or final adjudication establishes that their actions, or omissions to act, were material to the cause of action and constitute:

A. A violation of the criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

B. A transaction from which the director or officer derived an improper personal benefit;

C. In the case of a director, a circumstance under which the liability provisions of Florida Statutes Chapter 607.0834 are applicable; or

D. Willful misconduct or a conscious disregard for the best interests of the Chamber in a proceeding by or in the right of the Chamber to procure a judgment in its favor or in a proceeding by or in the right of a member.

ARTICLE X PARLIAMENTARY AUTHORITY

Section 1 Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are consistent with the Charter or the Bylaws of the Chamber.

ARTICLE XI DISSOLUTION

Section 1 Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or 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 as defined in the Internal Revenue Code, Section 501 (c) (3).

ARTICLE XII AMENDMENTS

Section 1 Procedure for Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the entire Board of Directors, providing the notice of the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board of Directors in

writing, at least six (6) days in advance of the meeting at which they are to be acted upon.

Bylaws last ratified August 19, 2026