

BY-LAWS

MONTICELLO-JEFFERSON COUNTY

CHAMBER OF COMMERCE

ARTICLE I Name

This organization is incorporated under the laws of the State of Florida and shall be known as the Monticello - Jefferson County Chamber of Commerce, Incorporated.

Section 1.01

Its principal office shall be located within the corporate limits of the City of Monticello, Florida.

Section 1.02

The Chamber will not discriminate on the basis of race, color, religion, gender, national origin, age, handicapping condition, marital status, or political affiliation.

ARTICLE II Purpose

Section 2.01

The Monticello - Jefferson County Chamber of Commerce shall encourage and promote commercial, industrial, civic and general interests of the City of Monticello, the County of Jefferson and its general trade area.

The goal of the Chamber is to promote integrity and good faith; to extend and promote trade and commerce; to foster, develop and protect the interests of the city and county; to encourage the development of transportation and communication facilities as well as the various resources of the city; to procure laws and regulations desirable for the benefit of business in general; to provide a forum for the reflection of the sentiments of business regarding matters affecting its interests; to instill a sense of community pride in our citizens in an effort to make the city and county a better place in which to live and transact business; to inculcate in its members and the general public a better understanding of the unlimited advantages of Monticello and Jefferson County; to foster a higher appreciation of the value of community service while providing a keener understanding of community problems; to perfect a clearing house of reference information relative to economic, social and political conditions; and to disseminate this information among members of the Chamber, the citizens of Monticello and Jefferson County, generally, and the nation at large.

ARTICLE III Limitation Method

Section 3.01

The Monticello-Jefferson County Chamber of Commerce shall be nonpartisan, nonsectarian, and shall not lend its support to the election or appointment of any candidate for state, county, city or federal office.

Section 3.02

The Monticello-Jefferson County Chamber of Commerce shall not engage in any undertaking for profit of a commercial nature, nor shall its facilities be used for any profit activity without majority consent of the Directors present at the Board meeting at which the matter is decided. Such undertaking shall be only those which cannot be expediently accomplished by private enterprise. This provision, however, shall not apply to fund raising efforts.

Section 3.04

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

ARTICLE IV Membership

Section 4.01

The Monticello-Jefferson County Chamber of Commerce shall be composed of Active, Associate, Youth and Honorary memberships.

Section 4.02

ACTIVE MEMBERSHIP

(A) Individuals, associations, corporations, partnerships, or estates of good standing interested in the commercial, agricultural, industrial and civic progress of the city and county shall be eligible for membership. Members shall enjoy *all* the rights and privileges of the Chamber, including the right to vote.

Section 4.03

ASSOCIATE MEMBERSHIP

(A) Associate memberships shall be limited to spouses of active and honorary members.

(B) Members of a Chamber member firm, corporation or company whose parent business or professional affiliation has two or more members.

(C) Associate members may hold committee chairmanships and committee appointments and are entitled to all privileges of Chamber membership with the exception of (1) holding elective office, and (2) voting and nominating elective officers.

Section 4.04

YOUTH MEMBERSHIP

Youth memberships are open to High School students enrolled in the Jr. Leadership Program. Youth Members are entitled to all privileges of Chamber membership with the exception of (1) holding elective office, and (2) voting and nominating for elective officers.

Youth memberships shall be complimentary.

Section 4.05

HONORARY MEMBERSHIP

(A) Honorary membership may be conferred upon any citizen of Jefferson County, the State of Florida, or elsewhere who has service of distinction meriting the consideration of the Board of Directors or the general membership for honorary membership. Any active member may nominate a person for honorary membership. The person so nominated must receive a majority vote of the Board of Directors.

(B) All Honorary memberships shall confer all the privileges of active members except the right to vote and to hold office and are exempt from the payment of all fees and dues.

Section 4.06

(A) Every member shall, upon payment of his dues, be given a membership decal for their place of business.

ARTICLE V Dues

Section 5.01

Annual; dues shall be set by classification and amount by the Board of Directors from time to time.

Section 5.02

Each member firm or corporation may designate one of its members or employees as its principal representative at any and all meetings of the Chamber of Commerce and such individual representative shall have voting rights and may hold office, or serve on the Board of Directors. This designee shall be deemed a "member" of the Monticello-Jefferson County Chamber of Commerce. Regardless of the amount of dues a firm or corporation pays, they shall not have more than one elected representative on the Board of Directors and they shall not have more than one elected representative hold a major office. Committee chairmanship and committee membership are not considered a part of this article.

ARTICLE VI Board of Directors

Section 6.01

COMPOSITION OF THE BOARD

(A) The Board of Directors shall be composed of no less than nine (9) members and no more than twelve (12) members, one third (1/3) of whom shall be elected annually to serve for three (3) years or until their successors are elected and have qualified. Board Members shall serve no more than four (4) consecutive terms

(B) The supreme authority of the Monticello-Jefferson County Chamber of Commerce shall be vested in its members, but the management of its affairs shall be placed in the hands of nine (9) to twelve (12) directors with full power and authority to promote the objects for which it is organized.

(C) In addition to the directors, two special, non-voting directors, shall be approved by the Board of Directors to serve a three (3) year term and shall be county and city officials, one from the Board of County Commissioners, and one from the City Council.

(D) Trustee Emeritus may be awarded to an outgoing Board member who has faithfully served on the Board of Directors and meets the following requirements.

1. The Board member must have served for no less than twelve years.
2. The Board member must have established a record of outstanding or notable service to the Board and the community.
3. The Board member must continue to be an Active member of the Chamber of Commerce in good standing.
4. The Board member must be nominated by the Nominating Committee and approved by a vote of the majority of the current Board members.
5. Board members Emeriti do not have fiduciary responsibilities, are not obligated to attend meetings and do not count towards a quorum.

(E) The Board of Directors shall enact such rules as they deem necessary for the government of the Chamber.

Section 6.02

The government and policy making responsibilities of the Chamber shall be vested in the Board of Directors. The Board of Directors shall control property, be responsible for finances, direct affairs and take no actions that shall be in conflict with the terms of the Constitution and by-laws of this local Chamber or the state chamber if so affiliated.

Section 6.03

The Board of Directors shall meet at least quarterly and may, at the Board's discretion, meet monthly or at such other intervals as the Board deems appropriate. The Board shall meet for special meetings upon call of the President or upon written request of three (3) members of the Board.

Section 6.04

A majority of the Board of Directors shall constitute a quorum for any given official board meeting. A Board member who has three (3) unexcused absences from regular meetings of the Board without proper cause within any twelve (12) month period may be replaced at the discretion of the Board. The Board shall fill such vacancy in the manner herein provided. The act of the majority of the Board of Directors present at a meeting, which a quorum is present, shall be the act of the Board of Directors.

Section 6.05

The Board of Directors shall have the power to fill any vacancy in the Board or a vacancy occurring in any of the five (5) elective offices which may be occasioned by death or resignation as provided in Section 6.04 of this Article, and the member so elected shall hold his office for the unexpired term of the Director or officer in whose place he is appointed.

Section 6.06

No more than one family member shall serve on the Board at any time. Family

members are defined as parent, spouse, child, siblings, grandparent, grandchild, stepparent, and stepchild.

Section 6.07

The Board of Directors, shall, at the annual meeting, make a full report of the affairs and conditions of the Chamber of Commerce to the membership.

Section 6.08

The term of office for officers shall begin on October 1st following the election and shall expire on September 30th of the following year.

Section 6.09

The President, Vice President, Secretary and Treasurer shall convene with full voting privileges with the members of the Board of Directors at all meetings. These elected offices shall be considered in the determination of the presence of a quorum.

Section 6.10

Neither board member nor the Executive Director shall accept any pay, gratuity, or any other form of compensation for their efforts or vote. All expenses incurred working on Chamber projects are subject to board approval.

Section 6.11

The Chamber shall indemnify and save harmless each director from and against costs, charges or expenses arising out of the execution of the duties of his or her office, and also from and against all other costs, charges, and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Chamber, except such costs, charges or expenses as are occasioned by his or her own willful act, negligence or default.

Section 6.12

The Board of Directors is responsible for formulating the policies of the organization. This information shall be available in the form of a Policies and Procedures Manual. The policies shall be reviewed annually and revised as necessary.

ARTICLE VII Nominations and Elections

Section 7.01

All regular Directors, President, Vice President, Secretary and Treasurer shall be elected by the membership of the Monticello-Jefferson County Chamber of Commerce at the annual meeting.

Section 7.02

Nominations for Directors, President, Vice President, Secretary and Treasurer shall be made at the annual membership meeting. The Personnel/Nominating Committee shall be responsible for the selection of nominees, which shall be presented to and confirmed by the Board of Directors, posted at the Chamber office and on the Chamber website, at least 30 days prior to the annual meeting. The names of the Personnel/Nominating Committee shall be posted on the bulletin board in the Chamber of Commerce office and on the website within ten days after their appointment.

Section 7.03

In addition to nominations made by said committee, nominations for any and all said positions may be made from the floor of said meeting.

Section 7.04

Voting shall be by individuals only and shall be by secret ballot or by acclamation of the nominating committee's report. No individual shall cast more than one vote. No proxy voting shall be allowed.

Section 7.05

The privilege of voting will be restricted to only those members who have their current dues paid.

Section 7.06

(A) No person may be elected President or Vice President to succeed himself for more than one (1) additional term (maximum of two (2) years as such officer). A retiring Director may be elected to fill the office of the President, Vice President, Secretary, Treasurer, and provided further that this restriction shall not prevent a Director's re-election immediately upon expiration of a term to which he was appointed by the Board under Article VI, Section 5.

(B) Majority vote of members present shall be sufficient to elect any officer, or Director. In case there are more than two nominees for any office or place as Directors, the person receiving the majority of votes in the meeting shall be deemed to have been elected to this office or position as Directors.

ARTICLE VIII Officers

Section 8.01

The officers of the Monticello -Jefferson County Chamber of Commerce shall consist of a President, Vice President, Secretary, Treasurer and Executive Director. The President, Vice President, Secretary, Treasurer, shall be elected by the membership at its annual meeting. They shall hold office for the term of one (1) year and until their successors are elected and installed.

Section 8.03

The President, Vice President, Secretary and Treasurer shall be ex-officio members of the Board of Directors with voting privilege.

Section 8.04

- (A) The Board of Directors shall have the power to appoint an Executive Director to conduct the day-to-day business of the corporation. No person shall have the right to vote on matters before the Board of Directors when holding the position of Executive Director.
- (B) The Executive Director, subject to the approval of the Board of Directors shall sign all contracts and obligations of the Chamber and shall assist in the formulation and promotion of the general activity program of the Chamber.
- (C) The Executive Director shall be an ex-officio member of the Board of Directors without vote.

Section 8.05

The Directors may require bonds of the President, Vice President, Secretary, Treasurer and Executive Director in such amount as may be deemed necessary, the premium of said bonds to be paid by the Chamber of Commerce.

Section 8.06

A quorum of the Executive Committee is fifty percent (50%) plus one (1) of the voting members of the Executive Committee.

ARTICLE IX Duties of Officers

Section 9.01

PRESIDENT- The President shall preside at all meetings of the membership and the Board of Directors. He or she shall perform all duties incident to the office of the presidency and advise such actions as may be deemed by him or her as likely to promote the usefulness and prosperity of the Chamber. The President shall automatically be the Chairman of the Personnel/Nominating Committee and shall be an ex-officio member of all other committees.

Section 9.02

VICE PRESIDENT- In the absence of the President, the Vice President shall act in his or her stead. The Vice President is encouraged to conduct the Youth Leadership Program sponsored and held each year at the Chamber.

Section 9.03

TREASURER- The Treasurer shall automatically be the Chair of the Finance Committee and shall monitor the income and expenditures of the Chamber. All Chamber of Commerce bank accounts shall have at least three (3) authorized signatories including the Treasurer, Executive Director and an executive committee member as designated by the Board of Trustees. The Treasurer and the Executive Director shall be the primary co-signors of all checks and disbursements issued by the Chamber. The Treasurer shall provide oversight for the development of the Chamber budget and shall make an annual report to the membership regarding the financial condition of the Chamber. Additionally, the Treasurer shall provide oversight, if needed, to the Executive Director in the preparation of the monthly financial reports.

Section 9.04

SECRETARY – The Secretary shall be responsible for recording meeting attendance and for the official minutes. In addition, the Secretary is responsible to answer all official correspondence promptly, and inform officers and advisors of the communication.

Section 9.05

IMMEDIATE PAST PRESIDENT- The immediate past President is deemed an honorary officer and he/she shall by virtue of his/her past office hold full membership with all privileges on the Board of Directors for one (1) year next following the completion of his or her tenure of office as President.

Section 9.06

EXECUTIVE DIRECTOR-The Executive Director shall be in charge of the administrative and executive work of the Chamber of Commerce and shall perform such duties as defined by the Board of Directors.

The Executive Director shall be an ex-officio, non-voting member of the Board of Directors, the Executive Committee, all divisions, task forces, committees and study groups.

The Executive Director shall be required by these by-laws to render an annual report to the membership at the annual meeting and shall further cause this report to be submitted to each member of the Board of Directors, and a copy shall be retained in the permanent files of this Chamber.

ARTICLE X Executive Committee

The Executive Committee consists of the President, Vice President, Secretary, Treasurer, and Executive Director.

ARTICLE XI Committees

Section 11.1

The following standing committees shall exist within the Chamber of Commerce: Finance, Membership, Governmental Affairs, Junior Leadership, House, Community/Public Relations, and Personnel/Nominating. The President shall appoint the Chairs of said committees, in accordance with the provisions of these by-laws, and shall have additional authority to create *ad hoc* committees as shall be needed from time to time.

The Personnel/Nominating Committee shall consist of: The President, the Immediate Past President, and three (3) members of the Board of Directors, one (1) of whom shall be in the final year of his/her term of office.

Section 11.4

Minutes and records of all committees shall be maintained by a committee member and will be available to any Chamber member in good standing upon request.

Section 11.5

Committees shall report their recommendations to the Board for final action. No committee can take any action which is binding on the chamber or sign any contracts on behalf of the chamber.

ARTICLE XII Meetings**Section 12.1**

The annual meeting shall be at such time after September 15 and prior to October 15 as the Board of Directors shall fix. Fifteen (15) days' notice shall be given to the membership before the annual meeting is held.

Section 12.2

Regular meetings of the Board of Directors shall be held at a specified place to be designated by the President. Special meetings of the Board may be called by the President or at the request of any two directors. Special meetings will be held at a place designated by the President. Reasonable notice of such meetings shall be sent to every board member.

Section 12.3

The order of business at all meetings of the membership or of Directors shall be such as may be suitable to the character of said meetings.

Section 12.4

A special meeting of the membership may be called at any time, upon regular application of ten (10) members in good standing. The purpose of the special meeting shall be stated both in the application and in the notice to the membership.

Section 12.5

At all meetings of the general membership of the Chamber of Commerce, a quorum shall consist of all members present.

Section 12.6

Directors shall keep regular minutes of their transactions and meetings and shall cause them to be recorded. They shall report on their transactions and meetings to the Membership at such times as the membership may require. Minutes of the meetings, as well as financial and other records of the Chamber shall be made available to any member in good standing upon request at the office of the Chamber of Commerce.

Section 12.8

General information from all meetings shall be published for the general public through the news media or through a monthly newsletter.

ARTICLE XIII Fiscal Year

Section 13.1

The fiscal year of this Chamber shall begin on October 1st and end September 30th of each year.

ARTICLE XIV Finance

Section 14.1

The supervision of the Finances of the Monticello-Jefferson County Chamber of Commerce shall be vested in the Chamber Treasurer who shall automatically act as Chairman of the Finance Committee provided in Section 9.03.

Section 14.2

The principal source of income for the Chamber shall be the annual membership dues as determined by the Board of Directors from time to time. The Board of Directors is authorized to supplement the finances of the Chamber in such other ways and means which will not conflict with the policies of the Chamber as well as local, state, and federal laws.

At the first board meeting of every new fiscal year the Finance Committee shall present the recommended budget of estimated expenses for the current year as well as the prior year annual financial report for the Board of Directors approval. The Finance Committee shall also review the fundraising and operating reserve policies and present recommendations to the Board of Directors for approval.

Section 14.3

Upon the approval of the budget, the Executive Director shall be authorized to make disbursements on accounts of expense provided for in the budget. All disbursements shall be made by check, electronic payment, or Chamber credit card as authorized by the finance committee.

Section 14.4

Disbursement of Chamber funds to cover expenses not provided for in the budget shall be made only after the same have been recommended by the Finance Committee and approved and ordered by the Board of Directors. In no case shall the appropriation of money or other property of the Chamber be made for any purpose other than expenses authorized in the budget, except by action of the Board of Directors.

Section 14.5

The Board of Directors shall be authorized to adjust or review the annual budget to conform to any limitations or expenses allowed or created by changes in the gross income due to changing conditions during the fiscal year.

Section 14.6

The Board of Directors shall cause the books and accounts at the close of each year's business to be reviewed or compiled by a Certified Public Accountant or

by a special task force, which shall present a Compilation Report, or audit, to the Board of Directors at the first board meeting of the new fiscal year and made available to the general membership at the next meeting.

ARTICLE XV Salaries

Section 15.01

The Board of Directors shall have the authority to fix all salaries of employees, including the Executive Director.

ARTICLE XVI Amendments

Section 16.01

The by-laws of the Chamber may be amended or repealed, or new by-laws may be adopted by: (a) a vote or written assent of a majority of the members entitled to vote; or (b) the vote of a majority of the quorum at the general membership meeting duly called for said purpose, according to the by-laws.

The text of the proposed amendments, repeal or new by-laws shall be available for inspection by the membership at the Chamber office during regular business hours, and posted on the Chamber website, for at least thirty (30) days prior to the meeting at which they are to be voted upon. Notice of the availability of said document shall be given by regular mail or e-mail to all Chamber members.

Said amendments, repeal or new by-laws shall be studied and reviewed by the By-laws Committee at least fifteen (15) days prior to the mail of the change notice to the membership.

ARTICLE XVII Obligations of the Constitution and By-Laws

Section 17.1

Each and every person, firm or corporation holding a membership of any character in this organization shall be bound by the by-laws of this Chamber of Commerce in every respect and the assent of each member to this obligation shall be conclusively presumed by the acceptance of the membership, or the payment of dues and enjoyment of the privileges of membership herein.

ARTICLE XVIII

These by-laws supersede any and all by-laws which may exist governing and regulating the Monticello-Jefferson County Chamber of Commerce and shall take effect upon their adoption.

ARTICLE XIX Parliamentary Procedure

Roberts Rules of Order, newly revised, shall govern all proceedings of the Chamber subject to such special rules as have been or may be incorporated in to the by-laws.

ARTICLE XX - Contributions

This organization shall not contribute to charitable causes or general fund-raising campaigns without majority consent of the Board and under no circumstances shall it contribute to any political issues or candidates.

The undersigned, Secretary of the Monticello-Jefferson County Chamber of Commerce, hereby certifies that the foregoing by-laws are the true and correct, duly adopted by-laws of the Corporation and that such by-laws were last adopted by the General Membership on September 21, 2023 and that such by-laws include all amendments, if any, to the date of this certificate.

*Tami Lester, Secretary
Monticello-Jefferson County Chamber of Commerce*

Revised and Adopted at the Annual Meeting, September 26, 2023