

# St. Petersburg Women's Chamber of Commerce

## Bylaws (2020-2021)

### STANDING RULES

1. Programs should be about Civic Affairs whenever possible. They should not exceed twenty minutes.
2. After each fund raising event, the Chair will give a complete report at the next board meeting.
3. Nominations for Queen of Hearts and Princesses shall be conducted by the Board of Directors.
4. Reservations must be made for luncheon meetings. Members will be required to pay for unused reservations unless the member provides at least forty-eight (48) hours' notice.
5. In the event of the death of the President or a Past President, a donation will be sent to a designated charity as advised by the Board of Directors.

### BYLAWS

#### ARTICLE I - Name

The St. Petersburg Women's Chamber of Commerce was granted tax-exempt status under Internal Revenue Code Section 501(c)(3) on September 23, 2009. The original name of the organization, which was started in 1929, was the Women's Chamber of Commerce of St. Petersburg, FL.

#### ARTICLE II - Objective

The St. Petersburg Women's Chamber of Commerce's objective is to participate, assist, and support charitable organizations that are benefitting our community. The purpose of the Women's Chamber is to provide charitable and volunteer assistance to local 501(c)(3) organizations that provide consistent aid to our community and individuals. All aid and support projects will be subject to the approval of the Executive Board and membership. We will maintain an association with the St. Petersburg Area Chamber of Commerce via support to their charitable foundation, The Bay Area Chamber Foundation, a 501(c)(3) charity. The Women's Chamber shall be a non-partisan and non-sectarian organization.

#### ARTICLE III – Membership

##### Section 1.

Membership in the Women's Chamber of Commerce shall be open to all who apply and have paid their dues to the Treasurer.

##### Section 2.

The Board of Directors shall be empowered to close the membership at its discretion.

##### Section 3.

Dues set by the Board and approved by the general membership shall be payable September 1. Members whose dues are not paid by October 1 will be dropped from membership unless otherwise voted by the Board of Directors. A member may become a life member upon payment of \$400.

#### **Section 4.**

The Women's Chamber of Commerce (also known as the St. Petersburg Women's Chamber of Commerce) fiscal year shall be from May 1 to April 30.

### **ARTICLE IV - Officers**

#### **Section 1.**

The officers shall be President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, Auditor, Parliamentarian, and five (5) Directors.

### **ARTICLE V - Nominations and Elections**

#### **Section 1.**

At the February meeting, a Nominating Committee of five shall be selected in the following manner:

The President shall appoint the Chair, the Board of Directors shall elect 2 members and the general membership shall elect 2 members.

#### **Section 2.**

Officers shall be elected at a spring meeting to serve for the ensuing year. If an officer wants to serve in the same office for a second term, is approved by the Board, is unopposed and is presented at the general meeting, she must receive a unanimous vote. Officers can retain the same office only for a two-year period with the exception of the Treasurer who is exempt from term limits. The Nominating Committee shall present its report to the general membership at a spring meeting but shall not preclude nominations from the floor.

#### **Section 3.**

A majority vote shall elect unless a unanimous vote is required per Section 2 above.

#### **Section 4.**

Vacancies occurring during a term shall be filled by the Board of Directors except for that of President, which shall be assumed by the First Vice President.

#### **Section 5.**

No member shall be eligible for an office until she has been a member for one year.

### **ARTICLE VI - Duties of Officers**

#### **Section 1.**

##### **The President shall:**

- Preside at all meetings of the Women's Chamber of Commerce, the Board of Directors and the Executive Board.
- Appoint Standing and Special Committees.
- Be an ex-officio member of all committees, except the Nominating Committee.
- Have custody of all non-financial records.
- Serve as liaison to the St. Petersburg Area Chamber of Commerce.
- Give an annual report at the May meeting.

## **Section 2.**

### **The First Vice President shall:**

- Preside in the absence of the President.
- Perform such other duties as requested by the President and/or Board of Directors.
- Be Program Chair.

## **Section 3.**

### **The Second Vice President shall:**

- Preside in the absence of the President and First Vice President
- Perform such duties as requested by the President and/or the Board of Directors.
- Chair the Membership Committee and sign membership cards.
- Keep a complete list of members and their addresses, phone numbers, email addresses, etc.
- Keep a Guest Register.
- Work with the Newsletter Committee.

## **Section 4.**

### **The Recording Secretary shall:**

- Keep minutes of the meetings of the organization.
- Perform such other duties as required.

## **Section 5.**

### **The Corresponding Secretary shall:**

- Conduct the correspondence of the organization.
- Send messages of condolence and cheer.
- Send notices of special meetings of the Board of Directors to its members.

## **Section 6.**

### **The Treasurer shall:**

- Be the custodian of funds and all financial records.
- Pay bills upon receipt of invoices. Signatures of the President and Treasurer shall be on file at the bank and signatures of any one of these officers will be required on checks.
- Receive dues; deposit monies in a local bank selected by the Board of Directors.
- Receive the bank statement and prepare the monthly reconciliation of the bank statement.
- Keep an itemized account of all monies received and disbursed.
- Present a report at each meeting including revenues and expenses for the report period and the bank balance as of the date of the report.
- Send notices to members whose dues are delinquent, when requested by the Board of Directors.
- Prepare a budget for the upcoming fiscal year and present it to the Budget Committee for review and approval.
- Deliver an annual report at the first meeting of the fiscal year.
- Comply with all IRS requirements including Form 990.

## **Section 7.**

### **The Assistant Treasurer shall:**

- Be familiar with all the duties of the Treasurer.
- In the absence of the Treasurer, preside and perform such duties as requested by the President and/or Board of Directors.

## **Section 8.**

### **The Auditor shall:**

- Review the records of the Treasurer and present a report at the May meeting. If a CPA is willing to conduct a pro bono audit of the Treasurer's books for any given fiscal year and is able to have the audit completed in time to submit it at the May general meeting, then this service would relieve the Board's Auditor of her obligation to review the books for that fiscal year. The report would still be presented by the Auditor at the May meeting.

## **Section 9.**

Each of the five (5) Directors shall:

- Chair a Standing Committee.

## **ARTICLE VII - Board of Directors**

### **Section 1.**

The Board of Directors shall consist of the Elected Officers and the Chairs of the Standing Committees.

### **Section 2.**

The Board of Directors shall act as a clearinghouse for all matters pertaining to the work of the Women's Chamber of Commerce. They will report their recommendations in the general meeting for approval.

### **Section 3.**

Board meetings shall be held each month, October through May, with the exception of December. Special meetings may be called by the President.

### **Section 4.**

Five (5) members of the Board of Directors shall constitute a quorum.

### **Section 5.**

Proceedings of the Board shall be strictly confidential. Violation of this shall be considered disloyal to the Women's Chamber of Commerce.

### **Section 6.**

Any Board member who misses three (3) Board meetings will be automatically removed from the Board unless otherwise unanimously approved by the remainder of the Board members.

## **ARTICLE VIII - Executive Board**

### **Section 1.**

The Executive Board shall consist of the elected officers.

### **Section 2.**

The Executive Board shall transact business to be reported to the Board of Directors' meetings.

### **Section 3.**

Executive Board meetings may be called by the President.

**Section 4.**

All Executive Board members must have prior notice of each meeting, by mail, email or telephone.

**Section 5.**

Three (3) members of the Executive Board shall constitute a quorum.

**Section 6.**

Any Executive Board member who misses three (3) Executive Board meetings will be automatically removed from the Executive Board unless otherwise unanimously approved by the remainder of the Executive Board members.

**ARTICLE IX - Meetings**

**Section 1.**

Regular meetings shall be held each month October through May on the third Thursday, unless otherwise specified by the Board of Directors.

**Section 2.**

Called meetings shall be held at the discretion of the President. Notice to membership shall be sent at least 10 days prior to the date of each meeting.

**ARTICLE X - Standing and Special Committees**

**Section 1.**

There shall be the following Standing Committees: Annual Fundraiser, Budget, Bylaws, Directory, Historian, Inspirations, Newsletter, Publicity, and Telephone.

**Section 2.**

Special Committees shall include: Hostesses, Installation, and Queen of Hearts. Other special committees shall be appointed by the President as deemed necessary.

**Section 3.**

Committee Chairs shall be appointed by the President, with the approval of the Board of Directors. The President shall fill vacancies occurring in Committee Chairs.

**Section 4.**

Committee Chairs shall notify the President of all committee meetings.

**Section 5.**

Each Committee Chair shall file a report with the Secretary at the May meeting.

**Section 6.**

Committee Chairs shall deliver to their successors all materials pertaining to the work of the committees at the close of the April meeting.

**ARTICLE XI - Parliamentary Authority**

Meetings of the Women's Chamber of Commerce shall be conducted by these bylaws and Roberts Rules of Order, Newly Revised.

## **ARTICLE XII - Amendments to Bylaws**

These bylaws may be amended at any general meeting of the Women's Chamber of Commerce by a two-thirds vote of the members present and voting. The amendment must first be made in writing and submitted to the Executive Board. Upon recommendation of the Executive Board, the amendments shall be sent to all members at least thirty (30) days before the general meeting at which they are voted on.

## **ARTICLE XIII - Not for Profit Status**

The Women's Chamber of Commerce of St. Petersburg, also known as the St. Petersburg Women's Chamber of Commerce, was incorporated on January 19, 2010. Said organization is organized and operated exclusively for charitable, religious, educational, testing for public safety, literary and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or a corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Last amended December 2020.