

SANIBEL & CAPTIVA ISLANDS CHAMBER OF COMMERCE, INC.
AMMENDED BYLAWS
February 7, 2014

1. GENERAL These are the Bylaws of SANIBEL & CAPTIVA ISLANDS CHAMBER OF COMMERCE, INC., (hereinafter the “Corporation” or “Chamber”), a Florida corporation not for profit organized for the purposes set forth in the Articles of Incorporation and those listed here:
 - 1.1 Enhancing business interests on the islands by creating a better understanding and appreciation of the importance of business people and a concern for their problems.
 - 1.2 Educating the business community through seminars and speaker/social functions.
 - 1.3 Representing the business community in city, county and regional legislative and non-partisan political issues.
 - 1.4 Preventing or addressing controversies which are detrimental to business interests of the islands.
 - 1.5 Promoting programs of a civic, social and cultural nature that enhance the quality of life and aesthetic values of the islands, and strengthening the rapport between the island residents and the island business community.
 - 1.6 Encouraging tourism on the islands with the goal of increasing the sale of goods and services by the Chamber membership.
 - 1.7 Seal. The seal of the Corporation shall be inscribed with the name of the Corporation, the year of its organization, and the words “Florida” and “corporation not for profit”. The seal may be used by causing it or a facsimile of it, to be impressed, affixed, reproduced or otherwise placed upon any document or writing of the corporation where a seal may be required.
 - 1.8 Limitation of Methods. The Chamber shall observe all local, State and Federal laws which apply to a not-for-profit organization as defined in Section 501© (6) of the Internal Revenue Code. Additionally, the Chamber shall be non-partisan and non-sectarian and, therefore, will not take part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for office in city, county, state or national politics, “or for any candidate for office in a politically involved community organization. This does not preclude individual members in good standing from using Chamber facilities, which they would normally be entitled to use as members, for partisan, sectarian or political activities. Such use will not be considered an endorsement of said activity by the Chamber of Commerce.”

- 1.9** Product Endorsement. As a matter of general practice, the Chamber makes no endorsements by letter, through the press or otherwise of any private products, schemes, projects or companies where such is obviously for the benefit of the person or persons requesting such endorsement, rather than for the benefit of the community as a whole.

2. MEMBERSHIP AND VOTING RIGHTS.

- 2.1** Eligibility Any person, association, corporation, partnership, sole proprietorship or estate having an interest in the objectives of the Chamber shall be eligible to apply for membership. Applicants shall be required to furnish to the Chamber upon the Chamber's request, any and all licenses or permits that are required of any applicant in conducting applicant's stated occupation. If applicable, applicant shall be required to obtain and maintain in good standing, all licenses and permits required by any and all governmental authorities.

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Any applicant shall become a member in good standing of the Sanibel & Captiva Islands Chamber of Commerce upon payment of regularly scheduled dues as provided in 2.4 herein.

- 2.2** Membership Classes or Categories.

Regular members shall be all members who pay dues as provided in 2.4 herein.

Honorary members shall be members who are selected for that honor by a 2/3 majority vote of the Board of Directors and are not required to pay dues.

Community Partners – Community Partners shall be non-voting members with no business affiliation who pay an annual membership fee as set by The Board. Community partners are not entitled to the full benefits of regular membership.

- 2.3** Voting Rights; Voting Interests.

All regular members in good standing at the time of any election shall have voting rights in the proportion of one vote per membership.

Honorary Members - Honorary members shall not have voting rights.

Community Partners-No voting rights attach to this membership interest.

- 2.4** Membership Dues. Membership dues shall be at such rates as determined by a majority vote of the Board of directors. Dues are due and payable on the first day of the first full month of membership, and annually thereafter on the anniversary of that date. Other fees may be assessed by the Board of Directors, as approved by a majority vote of the Board, to carry out the purposes of the Chamber.

Membership dues and fees will be considered delinquent if not paid within sixty (60) days of the due date. At the discretion of the Board, by majority vote of the Board, members that are delinquent in said payments as defined above, may be considered terminated.

- 2.5** Method of Voting. In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one vote (in person or by written proxy). Honorary members shall not be entitled to vote.
- 2.6** Membership Records. Records shall be maintained by the Corporation showing the names of the members, their addresses, the class of membership and such other information as the Board shall require. Members may be issued a certificate or other evidence of membership, which may be wallet-size. The certificate of membership may set forth information as determined by the Board. Use of any services provided by the Chamber may be conditioned upon production of a current certificate of membership by the member.
- 2.7** Transfer of Membership. No member may transfer his membership. The termination of membership in the Corporation does not relieve or release any former member from liability or obligation incurred under or in any way connected with the Corporation during the period of his membership, nor does it impair any rights or remedies which the Corporation may have against any former member arising out of or in any way connected with such membership.

2.5 Rights and Privileges of Members.

Every member shall have the right to :

- A. have his or her vote cast by his or her voting representative at the meetings of the members,
- B. serve on the board if elected or appointed,
- C. serve on committees
- D. attend membership meetings

Every member in good standing shall have the privilege of using and enjoying the services provided in accordance with the type of membership held by the member, subject to the rules of the Chamber and the right of the Chamber to charge demission and other fees for the use of any facilities.

A member is in good standing if he is current in the payment of all dues and other financial obligations to the Corporation, and his membership is not suspended.

Members must be in good standing in order to vote in any Chamber election at the time said election is held.

2.6 Suspension of Membership. The Board may suspend a member's membership in the Corporation:

- a. For the period of time during which dues for the member remains unpaid more than sixty (30) days after the date it was due and payable; or
- b. For a reasonable period during or after any infraction of the Corporation's rules and regulations by a member; or
- c. For actions prejudicial to the aims or reputations of the Chamber.

Suspension of any member's membership temporarily revokes the member's rights and privileges to use and enjoy services and facilities provided to members by the Chamber. The right of the member to vote may also be suspended.

2.7 Termination of Membership.

- a. Any member may resign from the Chamber upon written request directed to the Board of Directors.
- b. Any member shall be expelled by the Board of Directors by two-thirds (2/3) vote of the Board of Directors, for non-payment of dues, unless otherwise extended by the Board for good cause.
- c. Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors at regular meeting or duly constituted special meeting thereof, for conduct unbecoming a member or for actions prejudicial to the aims or repute of the chamber, but only after written notification by Certified Mail or Registered Mail, and an opportunity for a hearing by the Board of Directors at a regular or duly constituted special meeting is afforded the member in question.
- d. The Board, by a two-thirds (2/3) vote, can choose suspension for a specific period of time in lieu of expulsion. After the suspension period is over, the Board will decide whether to expel the member or return the member to good standing.

3. MEMBERS' MEETINGS

3.1 Annual Meeting. The annual meeting shall be held in Lee County during April of each year, at a day, place and time designated by the Board of Directors, for the purpose of electing Directors and transacting any other business duly authorized to be transacted by the members. The annual meeting is a general meeting, and unless the law or the governing documents require otherwise, notice of an annual meeting need not include a description of the purpose or purposes for which the meeting is called.

3.2 Special Members' Meetings. Special members' meetings must be held whenever called for by the Chair or by a majority of the Directors, and must be promptly called by the Board upon receipt of a written request signed by at least ten percent (10%) of the eligible voting

members. Such requests shall be in writing and shall state the purpose or purposes of the meeting. Business at any special meeting shall be limited to the item specified in the request or contained in the notice of meeting.

- 3.3** Quorum. A quorum shall be attained at a members meeting by the presence in person or by proxy of voting representatives of at least thirty percent (30%) of the total voting interests of voting members.
- 3.4** Vote Required to Transact Business. The acts or resolution approved by at least a majority of the votes in person or by proxy cast at a duly called meeting at which a quorum has been attained shall be the act of the Members, unless a higher vote is specifically required by law or by these Bylaws.
- 3.5** Notice of Meetings. Written notice of meetings shall be mailed or hand-delivered to each member in accordance with the address maintained in the members records. The notices must be mailed or delivered by the Corporation not less than fifteen (15) days prior to the date of the meeting.
- 3.6** Voting Representatives. Each member shall appoint and designate in writing to the Secretary of the Corporation, at least annually by January 1st of each year, the name and address of one person who will serve as its Voting Representative for that year. That person will:
- a. Receive Corporation notices;
 - b. Represent the Member at Corporation meetings;
 - c. Cast the votes for the member; and
 - d. Keep the Secretary of the Corporation informed of changes in the representative status of the member.

An Alternate Voting Representative may be designated to serve in the absence or disability of the Voting Representative. The Voting Representative and the Alternate Voting Representative (if any) serve at the pleasure of the entity which appointed them.

- 3.7** Adjourned Meetings. Any duly called meeting of the members may be adjourned to be reconvened at a later time by vote of the majority of the voting interests present, regardless of whether a quorum has been attained. Unless the Bylaws require otherwise, adjournment of annual or special meeting to a different date, time or place must be announced at that meeting before an adjournment is taken, or notice must be given of the new date, time, or place pursuant to Chapter 617, Florida Statutes (1998) as amended. Any business that might have been transacted on the original date of the meeting may be transacted at the adjourned meeting. If a new record date for the adjourned meeting is or must be fixed under Section 617.0707, Florida Statutes (1998), as amended, notice of the adjourned meeting must be given to persons who are entitled to vote and are members as of the new record date but were not members as of the previous record date.

- 3.8** Order of Business. All meetings shall follow a designated order of business.
- a. Determination that a quorum has been attained.
 - b. Reading or waiver of reading of minutes of last Members' meeting.
 - c. Reports of Officers
 - d. Reports of Committees
 - e. Election of Directors (when appropriate)
 - f. Unfinished Business
 - g. New Business
 - h. Adjournment

3.9 Minutes. Minutes of all meetings of the members must be maintained in written form, or in another form that can be converted into written form within a reasonable time.

3.10 Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of the Corporation meetings when not in conflict with the law or with these Bylaws. The presiding officer may appoint a Parliamentarian, but the decision of the presiding officer on questions of parliamentary procedure shall be final. Any question or point of order not raised at the meeting to which it relates shall be deemed waived.

3.11 Action by Members without a Meeting. Except the holding of the annual meeting and annual election of Directors, any action required or permitted to be taken at a meeting of the Members may be taken by mail without a meeting if written instruments expressing approval of the action proposed to be taken are signed and returned by Members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all of the voting interests were present and voting. If the requisite number of written consents are received by the Secretary within sixty (60) days after the earliest date which appears on any of the consent forms received, the proposed action so authorized shall be of full force and effect as if the action had been approved at a meeting of the Members held on the sixtieth (60th) day. Within ten (10) days thereafter, the Board shall send written notice of the action taken to all Members who have not consented in writing. Nothing in this paragraph affects the rights of members to call a special meeting of the membership, as provided for by Section 3.2 above, or by law.

4. **BOARD OF DIRECTORS.** The affairs of the Corporation shall be governed by a Board of Directors. All powers and duties granted to the Corporation by law, as modified and explained in the Articles of Incorporation, and these Bylaws, shall be exercised by the Board, subject to the approval or consent of the members only when such is expressly required.

- 4.1** Powers. The Board shall have the authority to:
- a. Govern and control the affairs of the Corporation.
 - b. To promote the Chamber through personal advocacy and participation.

- c. Appoint and remove in its discretion all officers, agents and President of Corporation, prescribe their duties, fix their compensation and require of them such the security or fidelity bond as it may deem expedient. Nothing in these Bylaws shall be construed to prohibit the employment of any member, officer or Director of the Corporation in any capacity whatsoever.
- d. To assess the mission and strategic plan annually and evaluate progress.
- e. To establish policies consistent with the mission and strategic plan of the Chamber.
- f. To assume overall responsibility for the financial welfare of the Chamber, including approval of the annual operating budget, interim changes of the budget, funding strategies, solicitation of funds and management of its properties and financial assets;
- g. Adopt, amend or revoke rules and regulations relating to the use of Chamber services, and facilities and such sanctions for noncompliance therewith, as it may deem necessary for the best interest of the Corporation and its Members. The Board may also establish and levy fees for the use of Services or Corporation property;
- h. Cause the Corporation to employ sufficient personnel to adequately perform the responsibilities of the Corporation;
- i. To ensure there is an adequate process to evaluate the performance of the Corporation.
- j. Perform all other acts not inconsistent with law or the governing documents and necessary for the proper functioning of the Corporation.
- k. To amend the By-Laws

4.2 Number/ Qualifications. The Board of Directors shall consist of not less than 12 nor more than 15 Board members, one third (1/3) of whom shall be elected annually to serve a three (3) year term or until their successors are elected. All members with voting rights are entitled to be nominated for a position on the Board of Directors

4.3 Term of Office. In order to provide for a continuity of experience by establishing a system of staggered terms of office; each Director shall be elected for a term of three (3) years, which will end upon final adjournment of the annual meeting in conjunction with which the Director's successor is to be elected. A resignation must be in writing to be effective, and may not be revoked once received by the Corporation. No Board member who has served two (2) consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

4.4 Nominations and Elections.

- 1. Nominating Committee. At the regular December Board meeting, the Chairman of the Board shall appoint, subject to approval by a majority vote of the Board of Directors, a nominating committee of five (5) dues paying members in good standing of the Chamber. The Chairman of the Board shall designate the committee chairman. Effort shall be made, to

the extent possible, by the nominating committee to maintain a mix of Board members that proportionately reflects the various occupational categories of the membership. At the January Board meeting, the chairman of the nominating committee shall present to the Chairman of the Board a slate of candidates each to serve a three-year term to replace each Director whose regular term is expiring. The nominating committee's slate of candidates shall equal or exceed the number of seats open for election. Each candidate must be a member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served two (2) consecutive three-year terms, is eligible for a consecutive third term. A period of one (1) year must elapse before eligibility is restored.

2. **Publicity of Nominations.** Upon receipt of the report from the Nominating Committee, the President shall immediately notify the membership by mail of the names of the persons nominated as candidates for Director and the right of petition as provided in Section 3 below.
3. **Nominations by Petition.** Additional names of candidates for directors may be nominated by petition bearing the signatures of at least 10% of the Chamber Membership.
4. Such petition shall be submitted to the nominating committee within fourteen days after notice has been given of the names on the slate of nominees proposed by the nominating committee.
5. **Determination.** If no petition is filed within the designated period, the nominations shall be closed and if the slate of nominated candidates equals the number of seats to be vacated on the Board, the slate shall be declared elected by a majority vote of the Board of Directors at the regular March meeting thereof. If a valid petition presents additional candidates, or if the slate of candidates exceeds the number of seats to be vacated on the Board, the names of all candidates will be arranged on a ballot in the order in which they are drawn from blind container holding all candidates' names, said drawing to be conducted by a member who is not a candidate, in the presence of at least three (3) non-candidate members of the Board. The ballot shall include notice of the deadline date for ballots to be received in the Chamber Office in order to qualify for inclusion in the vote count. The President will mail this ballot to all voting members in good standing at least twenty-one (21) days before the regular March Board meeting.
6. **Election and Voting Materials.** Candidates shall have a reasonable opportunity to communicate their qualifications to the Voting Members and to solicit votes at their own expense. Any written materials distributed to the Members by the Corporation regarding an election shall be non-partisan, and Corporation funds shall not be used in any way to promote the election of any candidate over another. No ballot or other election materials used by the Corporation shall endorse, disparage, or comment on any Candidate or indicate whether a candidate is an incumbent, however the Corporation shall duplicate and distribute without editing brief resumes of background and qualifications provided

by any candidates who would like it distributed. The ballots and all other election and voting materials shall be distributed by the Corporation with the notice of the annual meeting described in Section 3.5 above.

7. **Balloting.** Elections shall be by written ballots. All ballots must be received in a sealed envelope in the Chamber office no later than three (3) days prior to the regular March Board meeting in order to qualify for inclusion in the vote count. The candidates who receive the plurality of the votes cast shall be elected. Each member may cast as many votes as there are Directors to be elected but not more than one vote per candidate. A member may waive the right of secrecy of his or her ballot.
8. **Vote Counting.** The day immediately preceding the Board meeting at a place and time which was stated in the notice of the meeting, the vote judge as appointed by Board, who is not a member of the Board or a candidate for election thereto, shall open the sealed envelopes and count the votes in such manner as it or they deem advisable. Any member shall be entitled to attend and observe. The results of the election shall be provided to the Chairman of the Board prior to the March Board meeting and shall be announced at the beginning of the annual membership meeting. A tie vote shall be broken by agreement between the tied candidates, or in the absence of agreement, by lot. Any dispute as to the validity of any ballots shall be resolved by the vote judge. The new Directors shall take office after their election at the Annual Meeting.

4.5 Vacancies on the Board. If the office of a Director becomes vacant for any reason, the Board of Directors, by majority vote of the remaining Directors, shall appoint a successor, who must meet all qualifications for Directorship as established for any Director elected to the Board in the normal course. Said successor shall hold office for the remaining term of the Director being replaced. If for any reason, there should arise circumstances in which no Directors are serving, and the entire Board is vacant, a special membership meeting shall be convened with suitable notice by any three (3) members, at which nominations for replacement directors will be taken from the floor and replacement Directors will be elected by majority vote of the members present. A quorum of the extant membership shall be required to conduct this or any other business.

4.6 Removal. Any Director may be removed from the Board with or without cause by vote of a majority of the Regular Members which elected that Director. Directors may also be removed as provided in Section 4.8 below.

4.7 Regular Meetings. Regular meetings of the Board shall be held at such time and place in Lee County, Florida, as shall be determined from time to time by the Chairman of the Board of Directors. A regular meeting of the Board of Directors is any meeting held according to a regular monthly schedule adopted from time to time by the Chairman of the Board. Notice of regular meetings shall be given to each Director, personally or by mail, telephone or electronically, at least ten (10) days before the day named for such meeting. At regular meetings any business of the Corporation may be transacted. If any Director elected by the Members shall be absent for any reason from three (3) consecutive regular

meetings of the Board, or four (4) in any one calendar year, the Board may, by vote of at least a majority of the whole Board taken at the next meeting, declare the office of said Director to be vacant, and may appoint a successor. Allowance may be made for absence due to illness.

- 4.8** Special Meetings. Special meetings of the Board are all meetings other than the annual orientation meeting and regular meetings. Special meetings may be called by the Chairman of the Board, the Secretary or by any three (3) Directors. Not less than two (2) days notice of a special meeting must be given to each Director, personally or by mail, facsimile, telephone or email, which notice shall state the time, place and purposes of the meeting. Business conducted at a special meeting shall be limited to the items specified in the notice of the special meeting.
- 4.9** Waiver of Notice by Directors. Any Director may waive notice of a Board meeting before or after the meeting, and such waiver shall be deemed equivalent to the receipt of notice. Attendance at a meeting by any Director constitutes waiver of notice, unless that Director objects to the lack of notice at the beginning of the meeting.
- 4.10** Board Meetings; Notice to Members. Notice to members. A meeting of the Board of Directors occurs whenever a quorum of the Board of Directors gathers and conducts Corporation business, with such gathering subject to the same requirements of notice as any regular or special meeting. Meetings of the Board of Directors shall be open for attendance by all members, who may observe but not participate in the Board's business unless recognized for such participation by the Chairman of the Board.
- 4.11** Quorum of Directors. A quorum at a Board meeting shall exist only when a majority of all Directors are present in person. Directors may not vote by proxy or secret ballots at Board meetings, except that secret ballots may be used in electing officers. Any Director has a right to participate in any meeting of the Board, or meeting of an executive or other committee, by means of a conference telephone call or similar communicative arrangement whereby all persons present can hear and speak to all other persons. Participation by such means shall be deemed equivalent to presence in person.
- 4.12** Vote Required. Except as otherwise required by law or the governing documents, the acts approved by a majority of the Directors present and voting at a duly called Board meeting at which a quorum exists shall constitute the acts of the Board of Directors.
- 4.13** Presumption of Assent. A Director who is present at a meeting of the Board shall be deemed to have voted in favor of the point of view that prevails on any question, unless he voted against such action or abstained from voting because of an asserted conflict of interest. The vote of each Director on each matter considered, including abstention because of an asserted conflict of interest, must be recorded in the minutes of the meeting.
- 4.14** Adjourned Meetings. The majority of the Directors present at any meeting of the Board, regardless of whether a quorum exists, may adjourn the meeting to be reconvened at a later time. When the meeting is reconvened, provided a quorum exists, any business that might

have been transacted at the meeting originally called may be transacted without further notice.

- 4.15** The Presiding Officer. The Chairman of the Board of Directors of the Corporation, or in his or her absence, the Vice-Chairman, shall be the presiding officer at all meetings of the Board of Directors. If neither is present, the presiding officer shall be selected by majority vote of the Directors present
- 4.16** Compensation of Directors and Officers. Neither Directors nor officers shall receive compensation for their services as such. Directors may not also be employees of the Corporation. Directors and officers may be compensated for all actual and proper out-of-pocket expenses relating to the proper discharge of their respective duties.
- 4.17** Committee Meetings. The provisions of this Section 4 governing the calling and holding of Board meetings shall also apply to the meetings of all committees or other similar bodies with the exception of the Executive Committee specified in the Governing Documents, and to any committee or similar body appointed by the Chairman of the Board and approved by the Board of Directors. The meetings of any committee must be conducted with the same formalities as required for meetings of the Board. If a committee consists of more than nine (9) members, then a quorum will consist of five (5) committee members.

Committee appointments shall be at the will and pleasure of the Chairman of the Board and shall be concurrent with the terms of the appointing Chairman of the Board, unless a different term is approved by the Board of Directors. Committees shall be discharged by the Chairman of the Board when their work has been completed or their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

- 4.18** Limitation of Authority No action by any member, committee, employee, Director or Officer shall be binding upon or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

5. OFFICERS.

- 5.1** Officers and Elections. The Executive Officers of the Corporation shall be a Chairman of the Board, Vice-Chairman of the Board, Treasurer and Secretary, all of whom must be Directors of the corporation and who shall be elected annually by majority vote of the Board of Directors. Any officer may be removed, with or without cause, by a vote of a majority of all Directors at any duly constituted meeting. Any person except the Chairman may hold two or more offices simultaneously. The Board of Directors shall, by majority vote, from time to time, appoint such other officers, and designate their powers and duties, as the Board shall find to be required to manage the affairs of the Corporation. The Executive Officers aforementioned shall constitute an Executive Committee which shall meet from time to time to discuss and recommend proposed action by the Board of Directors.

- 5.2** Chairman. The Chairman shall be the chief executive officer of the Corporation; he shall preside at all meetings of the Members and Directors, shall be an ex-officio a member of all standing committees, shall have general and supervisory responsibility of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. He shall execute bonds, mortgages and other contracts or documents requiring the seal of the Corporation, except where such are permitted by law to be otherwise executed, and the power to execute is delegated by the Board of Directors to another officer or agent of the Corporation.
- 5.3** Vice-Chairman. The Vice-Chairman shall, in the absence or disability of the President, perform the duties and exercise the powers of the Chairman; and they shall perform such other duties as the Board of Directors shall prescribe. The Vice-Chairman of the Board shall be prepared to follow in the position of Chairman of the Board after the current Chairman's term has expired.
- 5.4** Secretary. The Secretary shall attend the meetings of the Board and meetings of the members, and shall record all votes and the minutes of all proceedings in a book or books to be kept for the purpose, and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board or the Chairman. He shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it. The Secretary shall be responsible for the proper recording of all duly adopted amendments to the Governing Documents. Any of the foregoing duties may be performed by an Assistant Secretary, if any has been designated.
- 5.5** Treasurer. The Treasurer shall have responsibility for the collection, safe-keeping, and disbursement of funds and securities of the Corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, and working with the President in preparing the budget for the Chamber. He shall disburse the funds of the Corporation, making proper vouchers for such disbursements, and shall render to the Chairman and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions and of the financial condition of the Corporation. Any of the foregoing duties may be performed by an Assistant Treasurer, if any has been designated.
- 5.6** President. The President shall be the chief operating officer. The President shall serve as adviser to the Chairman of the Board on program planning and shall assemble information, data and reports as directed by the Chairman of the Board. The President shall be a compensated position, engaged to manage the Corporation's day to day activities.

The President shall be a non-voting member of the Board of Directors and of all committees.

The President shall be responsible for hiring, discharging, directing and supervising all employees.

The Presidents will assist the treasurer in the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board of Directors.

The President shall be responsible for all expenditures within the approved budget allocation.

The Board of Directors authorizes the President to sign checks below \$5,000.00 on the President's signature only. By resolution, adopted from time to time, may change this amount.

6. AMENDMENT OF BYLAWS. Amendments to these Bylaws shall be proposed and adopted in the following manner:

- 6.1** Proposal. Amendments to these Bylaws may be proposed either by a resolution approved by a majority of the whole Board of Directors, or by a petition to the Board signed by the voting representatives of at least twenty-five percent (25%) of the voting interests of the Corporation. Once so proposed, the amendments shall be submitted to a vote of the Members at a meeting no later than the next annual meeting for which notice can still properly be given.
- 6.2** Vote Required. Except as otherwise provided by law, or by specific provision of the Governing Documents, these Bylaws may be amended by concurrence of at least two-thirds (2/3) of the Board of Directors or by a majority of the voting membership interests present and voting at any annual or special meeting, provided that the text of any proposed amendment has been given with notice of the meeting.
- 6.3** Certificate A copy of each approved amendment shall be attached to a certificate reciting that the amendment was duly adopted, which certificate shall be executed by the Chairman or Vice-Chairman of the Corporation. The amendment shall be effective when the certificate is executed.

7. DISSOLUTION

- 7.1** The Chamber shall use its funds only to accomplish the objectives and programs specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the Chamber. Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable or educational organizations, as defined in IRS Section 501© (3), located on Sanibel or Captiva Islands, such organizations to be selected by the Board of Directors.

8. INDEMNIFICATION

The Chamber will provide for indemnification of any and all of its Directors (or former Directors) against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reasons of having been Directors of the Chamber; except in relation to such action, suit or proceeding in which such Director shall be adjudged to be liable for negligence or misconduct in the performance of duty and to such matter as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

9. MISCELLANEOUS.

- 9.1** Gender Number. Whenever the masculine or singular form of the pronoun is used in these Bylaws, it shall be construed to mean the masculine, feminine or neuter; singular or plural, as the context requires.
- 9.2** Severability. Should any portion hereof be void or become unenforceable, the remaining provisions of the instrument shall remain in full force and effect.

The foregoing constitute the Amended Bylaws of Sanibel & Captiva Islands Chamber of Commerce, Inc., and were duly adopted at the first meeting of the Board of Directors held on June 21, 2007.

Attest:

(CORPORATE SEAL)

Chairman, John English

Secretary, Lee Ellen Harder