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## ARTICLE ONE: CHAMBER NAME

### **Section 1. Chamber Name.**

The name of the Organization is chartered under the "Tampa Bay Business Guild" currently dba "Tampa Bay Diversity Chamber of Commerce" hereinafter referred to as "TBDCC" or "Chamber."

## ARTICLE TWO: MISSION AND VISION

### **Section 2.1 Mission.**

The mission of the TBDCC is to provide an inclusive community for equality-minded business owners and professionals to connect and collaborate.

**Tagline:** *"Tampa Bay's LGBTQA Chamber of Commerce"*

### **Section 2.2 Vision.**

The vision of the TBDCC is "to empower LGBT and equality-minded professionals within our business community."

## ARTICLE THREE: MEMBERSHIP

### **Section 3.1 Statement of Non-discrimination.**

The criteria used to grant or deny Membership shall not violate any federal, state, or other applicable law or regulation. Membership shall be open to all individuals who desire to promote the participation of gay, lesbian, bi-sexual, transgender and equality-minded individuals in their business, trade or profession. The TBDCC encourages all businesses to have a nondiscrimination statement that "protects all rights of LGBT individuals in employment and business activities.

### **Section 3.2 Application for Membership.**

To become a Member of the TBDCC, the applicant shall:

- a.) Submit a completed and truthful Membership application, accompanied by the applicable Membership level dues. Applicants may enroll online or send the completed application by postal service. The postal application must be accompanied by a check made payable to "TBDCC" and mailed to the address on the application or website.
- b.) Agree to comply with the provisions of the Chamber Bylaws regarding confidentiality and use of TBDCC records.
- c.) Accept that the Board of Directors reserve the right by majority vote to refuse Membership.

### **Section 3.3 Membership Categories.**

Categories of Membership shall be as follows:

#### **1.) Business Membership**

There shall be two categories of Business Membership: "Corporate" Membership and "General" Membership. A Corporate Membership shall be defined as Membership in the name of a business entity, and a General Membership shall be defined as Membership in the name of an individual(s) who may represent a business entity. The Board of Directors shall establish the dues structure for each category of business:

**1a.) Corporate Membership:** At the discretion of the Board of Directors, convey selected privileges of full Membership to more than one owner, officer or employee of the business entity. Whenever these Bylaws accord a Member the opportunity to vote on a matter, a Corporate Member shall have only one vote despite the number of representatives it may have been permitted to designate as Chamber Members.

**1b.) General Membership:** One representative of a business entity may join as a Member in his or her name.

#### **2) Young Professional Membership**

Shall be defined as a Member who is a supporter of the Chamber and the LGBT community. Young Professional Members are eligible to participate in social events. Young Professional Members are not eligible for business promotion or business listings in the TBDCC directory or on the TBDCC website. Young Professional Members are not eligible to vote on Chamber matters, hold office, or sit on the Board of Directors. A Young Professional Member should be 30 years of age or younger.

#### **3) Non-profit Membership**

Shall be defined as a business entity or individual who is, or who represents, a community-based social service organization. Said Member shall be extended a reduced annual Membership rate. Whenever these Bylaws accord a Member the opportunity to vote on a matter, a Non-profit Member shall have only one vote despite the number of representatives it may have been permitted to designate as Chamber Member.

### **Section 3.4 Membership Privileges.**

All Members in good standing shall be entitled to:

- a.) Eligibility for election to the Board of Directors (except Young Professional Members as stated above in Section 3.3.2).
- b.) Receive all publications, notices, and Membership communications of the TBDCC.
- c.) Attend the regular meetings of the Board of Directors.
- d.) Attend all TBDCC functions by paying the applicable fee and following the proper reservation procedure.
- e.) Request that a subject be added to the agenda for the next scheduled general meeting or meeting of the Board of Directors. Such requests must be in writing and submitted to the Secretary at least ten (10) days before the meeting.

### **Section 3.5 Revocation of Membership.**

- a.) Basis for revocation: Membership may be revoked if a Member knowingly acts in opposition to the Mission of the TBDCC or violates the Obligation of Confidentiality and privacy, as set forth in these Bylaws.
- b.) Obligation of Confidentiality:
  - i. Directors shall not discuss or disclose information through any form of communication or communication medium about the Chamber or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Chamber's purposes, or can reasonably be expected to benefit the Chamber. Directors shall use discretion and good judgment in discussing the affairs of the Chamber with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Chamber, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.
  - ii. A Director candidate who refuses to acknowledge the confidentiality obligation may not serve on the board of directors.
- c.) Process of revocation: In the event of a proposed revocation of Membership, the Member whose Membership is being challenged shall be notified, in writing, of such intended action, and shall be entitled to a reasonable opportunity to respond. Revocation of Membership requires a three quarters (3/4) vote of the Board of Directors. Prepaid dues shall not be refundable.

### **Section 3.6 Dues.**

The dues payable to the TBDCC shall be paid in advance. Payable on the first date of the initial Membership and the reoccurrence of Membership dues are payable that same day of each year thereafter, or such date as the Board of Directors may establish.

- a.) Dues shall be payable to the "Tampa Bay Diversity Chamber of Commerce" or "TBDCC."
- b.) Amount of dues for each membership category shall be set by a two-thirds (2/3) majority vote of the Board of Directors.
- c.) A Member whose dues have not been paid in full, on or before the dues anniversary date, shall no longer be considered a Member in good standing. Consideration of further action will be determined by the Board of Directors

## **ARTICLE FOUR: GOVERNMENT**

The TBDCC shall be governed through the Board of Directors. The Board of Directors shall be the administrative body of the TBDCC, vested with full power to conduct all TBDCC business. The Board of Directors shall consist of a minimum of seven (7) Members elected at large. The addition or deletion of directorship positions may be decided upon a two-thirds (2/3) vote of the full Board of Directors at a duly held Board meeting.

Officers' terms shall be one (1) year beginning upon their election at the April Board Meeting and must be Members of the Board of Directors. If an Officer ceases to be a Member of the Board of Directors, he/she shall automatically cease to be an Officer. If an Officer is determined to not be performing their duties of office, that Officer may be removed from the said office by a two-thirds (2/3) majority vote of the remaining Board of Directors.

## **Section 4.1 Board of Directors**

Elections and Term of Office:

- a.) The term of office for Directors shall be two (2) years. Term renewal will be governed by the majority vote of the general membership.
- b.) In the interest of Membership progression to a Director position, a current Director may only serve two consecutive terms.
- c.) The term of a new Board Member shall commence at the start of the Board of Director's meeting following the Annual Meeting at which they were elected.
- d.) A vacancy occurring more than six (6) months prior to the end of a vacating Director's term shall be filled by a simple majority vote of the general membership. A vacancy occurring six or less months prior to the end of a vacating Director's term shall be filled by a simple majority vote of the remaining Board of Directors. Vacancies need not be filled if the total number of Board members remains at least seven (7).
- e.) A Director's term will automatically cease if he/she ceases to be a Member of the TBDCC.
- f.) Election procedure: At the March Board meeting the Vice President shall present at least one name for each open Board seat, and any Member in good standing may request their name to be placed in nomination. All nominees must have expressed their consent for nomination and must understand the duties and responsibilities of Board Membership. Nominations may be accepted from the Membership at the April General Meeting prior to the election.

## **Section 4.2 Quorum**

A quorum shall consist of a simple majority of the total number of Directors (in whole numbers) in order to conduct regular business of the TBDCC.

## **Section 4.3 Duties of Directors**

Duties include, but are not limited to the following:

- a.) Attend in person all Board of Directors meetings. A Director who misses two (2) consecutive regularly scheduled Board meetings during a calendar year may be removed from the Board, subject to a two-thirds (2/3) majority vote of the remaining Board Members. Each Director may participate in up to two (2) Board meetings using Board-approved electronic or telephonic means during a calendar year.
- b.) Decide the policies and actions of the TBDCC and implement the mission and maintain the vision of the TBDCC.
- c.) Receive and review Committee recommendations.
- d.) Approve all expenditures of greater than five hundred dollars (\$500.00).
- e.) Establish policies related to managing and directing the TBDCC.
- f.) Unless otherwise specified by these Bylaws, the Board of Directors shall be empowered to conduct any and all business of the TBDCC by a simple majority vote.

## **Section 4.4 Officers of the TBDCC**

The Officers of the TBDCC shall be elected by a majority of the Board of Directors. Officers shall include:

- a) President:
  - iii. Presides over all general membership meetings of the TBDCC.
  - iv. Shall see that orders and resolutions of the Board of Directors are carried out.
  - v. Shall sign all notes, contracts, leases, mortgages, deeds, and other written instruments required to be executed by or on behalf of the TBDCC.
  - vi. Will be an ex-officio non-voting member of all Standing Committees.
  - vii. The President may approve unbudgeted expenditures of under five hundred dollars (\$500.00) with agreement of the Treasurer.

b) Vice President:

- i. The Vice-President shall perform all duties of the President in their absence.
- ii. Act as the Chair of the Nominating Committee to receive nominations to fill Board of Director vacancies.
- iii. Shall have such further duties as may be assigned by the President or the Board.

c.) Secretary:

- i. Shall record the votes and keep the minutes of all meetings of the Board of Directors.
- ii. Shall provide copies of the minutes to the Board and make said minutes available to Members upon their request.
- iii. Shall see that all notices are duly given as required by these Bylaws, Articles, policies or rules and regulations of the TBDCC.
- iv. Archive appropriate records.
- v. Shall have such further duties as may be assigned by the President or the Board.

d.) Treasurer:

- i. Shall be responsible for receipt, deposit and accounting of the general funds of the Chamber.
- ii. Provide the board a monthly financial report.
- iii. Act as Chair of the Finance and Fundraising Committee.
- iv. Propose an annual budget for review of the Board.
- v. Prepare and provide the Board with end-of-the year Balance Sheet and Income/Expense summary at the close of the fiscal year.
- vi. Perform all duties pertinent to the office of Treasurer, and duties as may be assigned by the President of the Board.
- vii. May approve unbudgeted expenditures of under five hundred dollars (\$500.00) with agreement of the President.
- viii. Shall have such further duties as may be assigned by the President or the Board.

e.) Immediate Past President:

- i. Gives historic value to the continuity of the functions of the Board.
- ii. Serves in an advisory capacity and does not need to be a current Board Member.
- iii. Shall not having voting rights on the Board of Directors or Executive Committee if not a current Board Member.

#### **Section 4.5 Executive Committee**

There shall be an Executive Committee of the Board of Directors, which shall consist of the President, Vice-President, Secretary, Treasurer and Immediate Past President. The Executive Committee will conduct business of the TBDCC between regular meetings of the Board of Directors. The Executive Committee shall report its action to the full Board at the next regularly scheduled Board meeting. The full Board of Directors has the right to affirm or rescind any action of the Executive Committee.

#### **Section 4.6 Administrator**

An Administrator may be appointed by the Board of Directors. The Administrator shall not be considered a Member of the Board of Directors, and shall be paid for his/her services at a rate approved by a majority vote of the Board of Directors. Responsibilities include:

- i. Notification to Members of meeting.
- ii. Shall maintain a list of all Members' names and addresses.
- iii. Shall, in general, perform all duties as the Board of Directors shall designate.

## **Section 4.7 Conflict of Interest**

In the best interest of the Chamber, Members of the Board of Directors will monitor and resolve any actual or perceived conflict of interest. A simple majority vote of the remaining Board of Directors shall determine the best course of action needed for resolution. The minutes of the meeting shall include the record of such conflicts and resolutions.

- a.) The Directors of the Chamber owe a duty of loyalty to the organization, which requires that in serving the Chamber they act, not in their personal interests or in the interests of others, but rather solely in the interests of the Chamber. Directors must have undivided allegiance to the Chamber's mission and may not use their positions as Directors, information they have about the Chamber, or the Chamber's property, in a manner that allows them to secure a pecuniary benefit for themselves or their relatives. It would be unethical to have a board member serving with a relative (defined below) or a spouse as a paid person affiliated with the Tampa Bay Diversity Chamber of Commerce and vice versa. Information they have about the Chamber, or the Chamber's property, allows them to secure a pecuniary benefit for themselves or their relatives (For the purpose of this policy. Relative means spouse, parents, siblings, children, grandchildren, the spouses of children and grandchildren, and any other blood relative, if the latter resides in the same household.
- b.) Business transactions where a Director has an interest in a proposed transaction if he/she has a substantial financial interest in it, or has a substantial financial interest in any organization involved in the proposed transaction, or holds a position as trustee, director, general manager, or principal officer in any such organization or has a ratline as defined above cannot partake in any measure. Prior to the start of any negotiations, or consideration of any project by the organization, Directors are expected to make full disclosure to the best of their knowledge of any substantial financial interest in a proposed transaction or a conflict of interest with a relative by submitting a report to the entire Board or other officer designated by the Board to handle such matters, supplying any reasons why the transaction might not be in the best interest of the Chamber. Any relative as defined above cannot partake in a business transaction that a director or paid person has contributed commentary to, sat in on board discussion relating to or issued a vote to any specifics regarding any pecuniary situation: venue rates, sponsorship commitments, and compensation are a few but not all examples.
- c.) A Director with a substantial interest in a proposed transaction shall not vote on the matter and, depending upon the circumstances, may be excluded from any discussion of the matter. Further any and all relatives must be excluded from the entire process.
- d.) A Director shall not use inside information of the Chamber for his/her personal benefit, or use such inside information or his/her position as Director to the detriment of the Chamber. Inside information is information obtained through the Director's position that has not become public information.

## **Section 4.8 Board of Directors Code of Ethics and Confidentiality Policy**

As a condition to serve as a board member, you are required to sign the "Board of Directors Code of Ethics and Confidentiality Policy"

## **ARTICLE FIVE: STANDING COMMITTEES**

### **There shall be Standing Committees:**

All Standing Committees shall have a Member of the Board of Directors as its chair or a permanent Member of the Committee. The Committee Chairs must be approved by the Board of Directors. Members of the Committees must be Members of the TBDCC. All Standing Committees shall have at least three members.

### **Section 5.1 Membership Committee**

This Committee shall be responsible for receiving and reviewing all applications for TBDCC Membership. It shall forward the approved applications, with the dues, to the Board of Directors for approval or denial. The Committee shall actively seek new members. The Committee will submit a report of committee activities at each Board of Directors meeting.

### **Section 5.2 Finance and Fundraising Committee**

This Committee shall be responsible for overseeing the budget and fundraising activities. The Committee will submit a report of committee activities at each Board of Directors meeting.

### **Section 5.3 Public Relations and Marketing Committee**

This Committee shall be responsible for all communications with the media and social networking with the approval of the President. The Committee will develop a marketing plan to present to the Board of Directors for approval. The Committee will submit a report of committee activities at each Board of Directors meeting.

### **Section 5.4 Events Committee**

This Committee shall be responsible for developing a program, a location and a sponsor for the general monthly meetings. This Committee shall be responsible for holding member networking events and other functions that further the mission of the TBDCC. The Committee will submit a report of committee activities at each Board of Directors meeting.

## **ARTICLE SIX: MEETINGS**

### **Section 6.1 Order**

Meetings shall be conducted according to Robert's Rules of Order. In the event of a conflict between Robert's Rules of Order and the provisions of the Chamber Bylaws, the Bylaws shall apply.

### **Section 6.2 Annual Membership Meeting**

- a.) The Annual Membership meeting shall be yearly during the month of April, unless the Board of Directors vote to reschedule.
- b.) All Members in good standing may attend the Annual Membership meeting. A quorum of a simple majority of the Board of Directors is required for the meeting to proceed.
- c.) All matters coming before the meeting shall be decided by a simple majority vote.

### **Section 6.3 Board of Directors Meetings**

- a.) The Board of Directors shall meet once each month.
- b.) Additional meetings of the Board of Directors may be called by the President of the TBDCC.
- c.) Notice of Board Meetings shall be made to the membership on the TBDCC website.



## ARTICLE SEVEN: INDEMNIFICATION AND RELEASE OF OFFICERS AND DIRECTORS

### **Section 7.1 Indemnification**

The TBDCC shall indemnify any current or former Officer or Director of the TBDCC to the fullest extent required by applicable law. In addition, the TBDCC shall indemnify any current or former Officer or Director of the TBDCC both as to his/her official capacity, and as to action in another capacity while holding office, to the fullest extent allowed by applicable law. To the extent allowed by applicable law, such indemnification will include all liability and expenses, including, without limitation, reasonable attorney's fees and costs, whether incurred in litigation, appeal, or arbitration.

### **Section 7.2 Advancements**

To the fullest extent allowed, and in a manner provided by applicable law, the TBDCC shall pay the expenses incurred by an Officer or Director on defending an aforementioned civil proceeding in advance of the final disposition of such proceeding. Such advance payment shall be made by the TBDCC on the earliest date that the minimum legal requirements for such advance payment have been met.

### **Section 7.3 Rights of Indemnification and Advancement Cumulative, Not Exhaustive**

The rights of indemnification and advancement provided in these Bylaws are not exclusive of and will not be deemed to limit, in any way:

- a.) The powers of the TBDCC to advance expenses or to indemnify any Officer or Director.
- b.) The right of any Officer or Director to be indemnified by or seek advance payment of expenses from the TBDCC by or under common law or statutory law of the State of Florida, these Bylaws, or through application to the Circuit Court, or otherwise.
- c.) The power of the Circuit Court or any Court to order the TBDCC to advance payment or to indemnify an Officer or Director.

## ARTICLE EIGHT: TBDCC RECORDS

- a.) All Members, guests, candidates for Membership, merchants and service personnel with whom the TBDCC has business or any other association, shall have, at that person's or entity's election, the right and privilege of declaring that their name and/or address be held in confidence by the TBDCC.
- b.) Any list, record, or database/electronic database maintained by the TBDCC for any purpose, including but not limited to, mailings and Membership records, shall not be made available to or used by any individual or organization for any purpose other than TBDCC approved business.
- c.) Electronic Communications, Policies and Operating Procedures may be approved from time to time by the TBDCC Board of Directors and maintained by the Administrator. (See ARTICLE TEN for further clarification)

## ARTICLE NINE: AMENDMENTS

Recommendations for changes, revisions or amendments to these Bylaws may be made by any TBDCC Member or by the Board of Directors.

- a.) Recommendations must be submitted to the Board in writing.
- b.) A Bylaws Committee will be appointed by the President to review such recommendations for form, continuity, accuracy and relevance to the operation of the TBDCC.
- c.) The Bylaws Committee Chair will offer for discussion and approval the proposed changes and amendments determined to be necessary.
- d.) Changes and amendments approved by the Board shall be put before the Membership, by postal mail or electronic communication for a vote of acceptance.
- e.) An affirmative vote by two-thirds (2/3) of the responding Members is required for passage of a change, revision, or amendment of these Bylaws.

## ARTICLE TEN: ELECTRONIC COMMUNICATIONS

### **Section 10.1 Privacy**

*Background: Early in 2001, the Guild's Board of Directors approved a set of guidelines and policies covering the use of the web pages and e-mail accounts. It was decided to place heavy emphasis on protecting the privacy of our Members. These guidelines and policies are intended to ensure that the internet resources of the Chamber are not misused.*

We do not, and will not, collect any information from the web pages that identifies individual visitors or computers. All of the content of these pages is under the control of the TBDCC and we will ensure that nothing on our pages violates this promise.

We do collect data to assist us in maintaining and improving our web pages. This data tells us such things as which pages are most or least popular, what parts of the world our visitors come from and what versions of software they use to view the pages. The web pages will not contain anything that can examine or modify the contents of your computer's files. The web pages include numerous links to other web sites which are external to ours, we have no control over the content of these external sites. The policies here apply only to TBDCC web pages. If we detect that an attempt is made to do damage to our web pages, or to impede normal access to them, we will use our resources to identify the source and will take any actions necessary to prevent such activities.

### **Section 10.2 Web Content**

The content of these web pages will be determined by the Board of Directors. Nothing can be included without approval of the Board or designee. All web content must be consistent with the Chamber's Mission and Vision statements and the operations of the Chamber.

### **Section 10.3 Advertising**

The TBDCC will provide advertising space on the web pages for its Members. The TBDCC reserves to right to reject any advertising that violates our policies or is inappropriate, as determined by the Board of Directors.

### **Section 10.4 E-mail**

All e-mail received will be handled in confidence by the Board of Directors or designee. The TBDCC will not disclose either the senders e-mail address or the content of any e-mail to anyone without permission. The TBDCC may periodically send e-mail to Members or other interested people who have given their approval to receive such mailings.