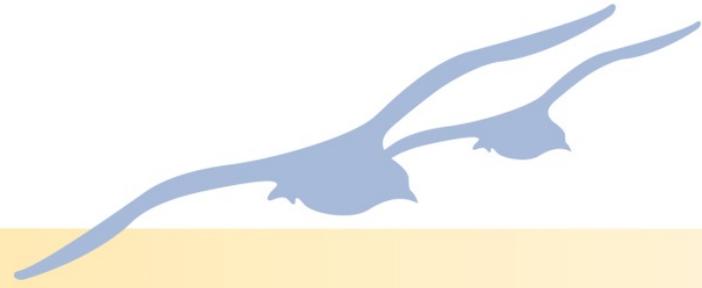


We Are The Region's Only Five-Star Accredited Chamber!



Board of Directors Orientation





2016 Board of Directors Retreat
 Incoming Chairman: Mike Briers, Briers CPA

New Board Member Orientation & Working Lunch
 ***New Board Members Only (dress: resort casual)

Friday, August 26, 2016 | 10:00 a.m. – 12:30 p.m.
 Location: Bonita Springs Area Chamber of Commerce

<ul style="list-style-type: none"> • History and overview of the Chamber • Vision, Mission and Values 	Bob Rosier, Chairman of the Board	10:00 a.m. – 10:10 a.m.
<ul style="list-style-type: none"> • Introductions • Board of Directors Roster • Board Member Expectations <ul style="list-style-type: none"> ○ Board Manual ○ Board Member Job Description ○ Board Involvement • Bylaws/Policy Development • Strategic Planning Process and Update • Affiliate Relationships: <i>Foundation, EDC, Speakers Assembly</i> 	Mike Briers, Incoming Chairman of the Board	10:10 a.m. – 11:00 a.m.
<ul style="list-style-type: none"> • Staff Introductions and Overview • Program of Work – Membership, Events and Marketing 	Tiffany Esposito, President & CEO	11:00 a.m. – 11:30 a.m.
BREAK		11:30 a.m. - 11:45 a.m.
<ul style="list-style-type: none"> • Introduce Former Board Chairs • Financial Review • Q&A 	Scott Hennells, Treasurer Everyone	11:45 a.m. - 12:30 p.m.

Board of Directors Retreat ***Full Board of Directors (dress: resort casual)

Friday, August 26, 2016 | 1:30 p.m. – 5:00 p.m.

Location: Hyatt Regency Coconut Point Resort & Spa | Meeting Room: Sanibel

Introductions/Retreat Expectations	Mike Briers, Incoming Chairman of the Board	1:30 p.m. – 2:00 p.m.
Topic 1 Rotation		2:00 p.m. – 2:45 p.m.
Topic 2 Rotation		2:45 p.m. – 3:30 p.m.
BREAK		3:30 p.m. – 4:00 p.m.
Topic 3 Rotation		4:00 p.m. – 4:45 p.m.
Overtime Law Update	Kim Hastings	4:45 p.m. – 5:00 p.m.
Accreditation Intro	Tiffany Esposito	5:00 p.m. – 5:15 p.m.
Cocktails – Briers Hospitality Suite		5:30 p.m. – 6:45 p.m.
Small Group Dinners <i>See below reservation assignments</i>		6:45 p.m.

Friday, August 26, 2016 | Dinner Arrangements

Meet in the Hospitality Suite, Presidential Suite 1 at 5:30 p.m.

Mike Briers - captain Tiffany Esposito Suzanne Bradach Scott Flagel Shelley Anderson Marshall Bower	Gerard Sola – captain Ben Nelson Len Egdish Javier Pacheco Lisa Portnoy Claudine Wetzell	Scott Hennells – captain Tim Carson Kelley Denny Rich Mancini Patrick Vanasse	Bob Rosier – captain Cindy Cedeno Kim Hastings Brian Kramer Wes Weidenmiller Bill Banfield
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Board of Directors Retreat

Saturday, August 27, 2015 | 6:00 a.m. – 6:30 a.m. Breakfast | Off-Site 6:45 a.m. – Noon

***Full Board of Directors

Location: Hyatt Regency Coconut Point Resort & Spa | Meeting Room: Sanibel

Breakfast in Sanibel Meeting Room	6:00 a.m. – 6:30 a.m.
<p>Ropes Course at SalusCare <i>Bus transportation will depart from the front of the Hyatt at 6:45 a.m.</i></p> <p>You will be outside participating in hands on, athletic team building activities at the SalusCare ropes course in downtown Fort Myers. Please review these guidelines to ensure comfort and safety.</p> <ul style="list-style-type: none"> • Wear comfortable, durable clothes as you may get dirty • Closed toed shoes are required - tennis shoes are best • No dangly jewelry, hard candy, gum, or smoking will be allowed • Hats, sun block and insect repellent are suggested • Water, Gatorade and snacks will be provided at the course <p>This is a great team building opportunity to get to know your fellow board members and have fun!</p>	6:45 a.m. – Noon
BREAK	12:00 a.m. – 5:30 p.m.
*** <i>Executive Board Lunch Meeting</i>	1:15 p.m. – 2:15 p.m.

Board of Directors Retreat Reception & Dinner

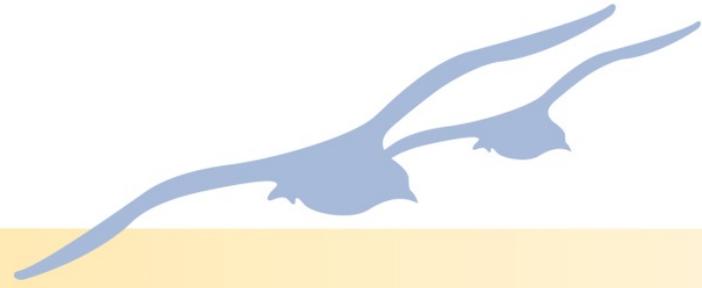
Saturday, August 27, 2016 | 5:30 p.m.

Cocktail Reception and Dinner (*dress: resort casual*)

Location: Hyatt Regency Coconut Point Resort & Spa

Room: Driftwood

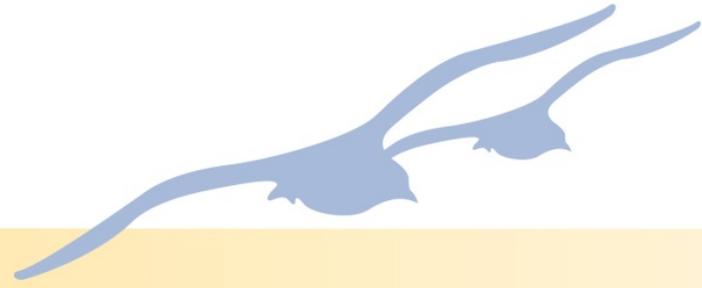
We Are The Region's Only Five-Star Accredited Chamber!



Board of Directors Roster



We Are The Region's Only Five-Star Accredited Chamber!



Board of Directors Manual



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Board of Directors Manual

Vision Statement: To be the premier business organization in Southwest Florida leading change for the betterment of our community.

Mission Statement: The Bonita Springs Area Chamber of Commerce is a membership organization whose mission is to serve our members, promote an environment where business can grow and prosper, and to enhance the quality of life of the Bonita Springs area.

Core Values:

The Bonita Springs Area Chamber of Commerce believes the following values are central to its success:

- We are an inclusive, community-minded organization, welcoming new members and treating all members equally.
- We are an ambassador for the business community of our area and serve as an advocate for the needs and interests of our members.
- We operate with the highest ethical standards and with integrity in all our interactions. □
- Our programs and activities are known for excellence and for proactively meeting the needs of our members and the community.
- We maintain a reputation for being visionary and strategic in our plans and operations within our area's dynamic and changing business environment.

What is the Chamber of Commerce?

As leaders of this organization, it is important for you to know something about your chamber.

As the Bonita Springs Historical Society notes, in 1920, the Board of Trade in Bonita Springs was established and published a booklet entitled “Bonita Springs, The Garden Spot of Florida” promoting the little town. The Bonita Springs Area Chamber of Commerce was established in 1967 in a tiny brick building that sat in front of the Bonita Springs Community Hall and the banyan tree. This facility served as a welcome center, dispensing information to tourists, (The Bonita Springs Historical Society, 2008).

Today the Chamber of Commerce has the responsibility of enriching the economic of its community – to preserve the business system, to promote business growth and development. The Chamber of Commerce's mission is a dynamic living process because its people work continuously for the betterment of their region.

The Chamber is primarily an organization of business and professional men and women who have joined together to work for the solution of their mutual business and community challenges. There is a distinct need for an organized group such as the Chamber of Commerce. There are many threats and opportunities which an individual, by himself, cannot possibly solve; but working together, pooling time and resources, important accomplishments can be made for the good of the whole.

In brief, the Chamber of Commerce is an institution in which volunteer manpower labors effectively to make the community a better place in which to live and work.

Congratulations Director...and welcome to the leadership team!

Your selection as a Director of the Bonita Springs Area Chamber of Commerce is a tribute to you and recognition of your ability as a community leader.

One important factor that will contribute to your success as a Director is a clear understanding of the primary objectives of our organization and the basic functions of the Board of Directors.

At times, each Director is considered a representative-at-large of all citizens in the community. Although a Director may have special areas of interest, he/she must share the responsibility for supporting the Chamber's efforts to advance the entire community.

Occasionally challenges occur with special interest groups within the Chamber itself. At these moments, it is important for us to remain committed to coordinating a program which gives the community as a whole, and each component part, the greatest opportunity for growth and prosperity.

Ideally, a Chamber Director is one who recognizes the democratic character of the organization and believes strongly in voluntary, cooperative effort for solving community problems. He/She respects the collective judgment of interested citizens and recognizes the unique decision-making and problem-solving powers that result when their time and talent is mobilized for action.

The following pages will help you successfully fulfill your role as a Director.

Responsibilities of the Board of Directors

The four basic responsibilities of the Board of Directors are as follows:

1. To set policy for guidance of future action by the organization, its members, and staff.
2. To establish program goals.
3. To identify priorities.
4. To evaluate results of committee action toward accomplishment of goals.

Directors should be prepared within reasonable limits to lend their support and the support of their company and its resources to the accomplishment of the Chamber's goals. Directors may from time to time be asked to accept special assignments from the Chairman.

The Board of Directors sets policy for the organization, establishes program goals and identifies priorities. The Board also reviews and evaluates results of committee/task force action toward accomplishment of goals.

Each Director shares responsibility for the basic functions of the Board. As a Director each must work to advance the welfare of the entire community served by the Chamber regardless of the section of the community in which the Director lives or works or individual business interests.

Generally the Board:

- Formulates policy for the Chamber and makes all policy decisions.
- Approves the annual program of work.
- Approves the budget for support of the program of work..
- Approves all actions of the Chamber committees which have not been previously approved either in specific directions to the group or in the program of work..
- Approves the structural organization of the Chamber.
- Hires and discharges the President.

- Approves any and all expenditures not already provided for in the budget.
- Maintains close contact with the community's business leaders.
- Is accountable to the membership that elected them and to the Bylaws that control the functions of the Chamber.
- Amends the Bylaws.

Specifically, each individual Director:

- Must possess a willingness to spend time and effort necessary to give the proper attention to assigned duties.
- Must make a conscientious effort to attend all regular and special meetings of the Board.
- Has the authority to initiate action for Board consideration and to participate in the action.
- Must be prepared to defend the Chamber against unfair criticism.
- Must be prepared to offer constructive actions in the event of justified criticism of the Chamber.
- Should consult frequently with members in order to be truly representative in Board actions.
- Should respond willingly to counsel and advice as requested by officers and staff of the Chamber and to make suggestions.
- Should be willing to perform such duties, within individual capabilities, as may be requested by the Chairman.
- Is accountable to the Board and Executive Committee in terms of giving cooperation and accepting leadership.

Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board of Directors is not in session, but shall be accountable to the Board of Directors for its action. The Executive Committee may serve as a long-range planning group. They need not approve items prior to being sent to the Board of Directors, but are to assist the Board of Directors as it operates as the Governing body of the Chamber.

The Executive Committee shall be composed of the Chairman of the Board, First Vice-Chairman, various Vice-Chairman determined by the number of Divisions in the Organizational Structure, Secretary, Treasurer, President, and Immediate Past Chairman. These Officers, except the President, shall be voting members of the Executive Committee. The Chairman of the Board shall serve as Chairperson.

Committees and Task Forces

The Chairman of the Board establishes the Chamber's committees/task forces and their Chairmen each year. The Chairman, on or before October 1 of each year, makes appointments to fill these important leadership positions. Committee/task forces Vice Chairs attend committee meetings and present reports, recommendations, and requests on behalf of the Board of Directors.

Committee/task force members volunteer for committee service. Volunteering represents a commitment to serve actively by attending meetings and by taking assignments when appropriate. Committees/task forces, their chairmen, and members of staff shall not make public

pronouncements on issues, positions, or other activities, nor expend or obligate the expense of any Chamber resource without the expressed permission of the Board of Directors.

Chamber committees/task forces are formed to accomplish the charge as given by the Board of Directors. They have four fundamental responsibilities.

1. To clarify their assigned responsibilities and inform members of their assignment.
2. To organize the charge into priority tasks.
3. To address these tasks, seek solution, and take action to accomplish their goals.

To anticipate and identify areas of activity within their charge that the organization should consider for future action.

Executive Committee Officer Job Descriptions

Chairman of the Board

Reports to: Executive Committee and General Membership

The Chairman of the Board shall serve as the volunteer executive head of the Chamber and shall preside at all meetings of the membership, Board of Directors, and Executive Committee.

Specific Responsibilities:

1. Presides at all meetings of the Bonita Springs Area Chamber of Commerce Board of Directors and Executive Committee.
2. Schedules and works with the President to prepare the agenda for meetings of the Board of Directors and Executive Committee.
3. Keeps the Board of Directors, Executive Committee and committees informed on conditions and operations of Chamber.
4. The Chairman of the Board shall, with the advice and counsel of the President, assign Vice-Chairman to the divisional or departmental responsibility, subject to the approval of the Board of Directors.
5. Selects or approves chairpersons for all Chamber committees or task forces. Outlines the purposes and duties of the committees and monitors their progress with regular reports from the committee chairs.
6. Directs the Board of Directors in formulating policies and programs that will further the goals and objectives of the Chamber. When necessary, recommends changes in structure (board, committees, etc.) to the Board of Directors.
7. Conducts an annual review of the President's performance.
8. Acts as spokesperson for the Bonita Springs Area Chamber of Commerce to the public, press, legislative bodies and other related organizations. Includes writing and giving speeches at Chamber events, grand openings, annual meeting, etc.
9. Monitors Chamber expenditures to assure operation within the annual budget. Serves as an additional signatory on all checking accounts.
10. Promotes active participation in the Chamber on the part of the membership.
11. Presents a report at the annual meeting of the Bonita Springs Area Chamber of Commerce members.
12. Maintains good communication and counsel frequently with the President.
13. Write(s) monthly articles for various publications such as Chamber newsletter, annual report, etc.

First Vice-Chairman

Reports to: Chairman of the Board

The First Vice-Chairman shall exercise the powers and authority and perform the duties of the Chairman of the Board in the absence or disability of the Chairman of the Board.

The First Vice-Chairman shall be considered the Chairman-Elect and will take over the position of Chairman of the Board on October 1 of the year after election to the position of First Vice-Chairman. The First Vice-Chairman shall serve at least a three (3) year term: one as First Vice-Chairman, one as Chairman of the Board, and one as Immediate Past Chairman - all shall be with voting privileges.

Specific Responsibilities:

1. Serves on the Board of Directors and the Executive Committee.
2. Temporarily assumes the duties of the Chair in the short-term absence of the Chair.
3. Is a Board Liaison to a committee of the Chamber.
4. Prepares themselves for eventually assuming the role of the Chair of the Board by being knowledgeable of the projects, programs and activities in which the Chamber is currently involved.
5. Officially represents the Chamber at functions or special events when requested by the Chair. Should be flexible to assume extra duties normally done by the Chair due to the Chair's time constraints.
6. Serves as Chair of the Nominating Committee.
7. Represents the Bonita Springs Area Chamber of Commerce as assigned by the Chair of the Board.

Immediate Past Chairman

Reports to: Chairman of the Board

The Immediate Past Chairman shall perform such duties as may be assigned to him/her by the Chairman of the Board or the Board of Directors. The Immediate Past Chair aids and assists in the functioning of the Board of Directors and Executive Committee in view of the expertise acquired as Chair of the Board.

Specific Responsibilities:

1. Be well versed in past and present policies of the Chamber to be able to accurately advise the Board of Directors and Executive Committee, when needed.
2. To serve as a voting advisor and historical reference to the Board of Directors and Executive Committee.
3. Acts as mediator, seeking input and consensus from the Board to assist in developing a broad support of Chamber activities.
4. Maintains open channels of communication to facilitate as council for Chair of the Board and President as requested.

Secretary

Reports to: Chairman of the Board

The Secretary shall see to it that the minutes of the members' and Directors' meetings are kept, and see that all notices are duly given in accordance with provisions of these Bylaws, or as required by law; and be custodian of the corporate records of the Chamber. The Secretary shall perform all duties as from time to time may be assigned by the Board of Directors.

Specific Responsibilities:

1. Represents the Bonita Springs Area Chamber of Commerce as assigned by the Chair of the Board.
2. In the absence of all other officers acts as temporary Chair of the Chamber.
3. Verifies that all appropriate record keeping is taking place.

Treasurer

Reports to: Chairman of the Board

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. Serves on the Board of Directors, the Executive Committee and Chairs the Finance Committee.

Specific Responsibilities:

1. Reviews monthly bank reconciliations.
2. Serves as signatory for any checks over \$2,000.
3. Ensures that the Bonita Springs Area Chamber of Commerce maintains accurate financial records.
4. Reviews Chamber expenditures and financial status on a monthly basis with CPA and Chamber Financial President to ensure overall fiscal integrity. Be aware of reporting procedures between staff and CPA.
5. Offers financial counsel on special projects. Reports any trends or procedures that would negatively affect the Chamber financially.
6. Ensures that monthly financial reports are submitted and verbally reported to the Board of Directors and Executive Committee regular meetings.
7. Assists the President in drafting the annual budget.
8. Represents the Bonita Springs Area Chamber of Commerce as assigned by the Chair of the Board.
9. In the absence of all other officers act as temporary Chair of the Chamber.

Vice Chairman

Reports to: Chairman of the Board

The duties of the Vice-Chairman shall be such as those that may be assigned by the Chairman of the Board and the Board of Directors. Each Vice Chair will be responsible for implementing the activities and overseeing the committees and task forces within their division.

Vice Chair Government Affairs

Oversees Government Affairs Committee.

Vice Chair Tourism

Participates in regional tourism activities and updates the Board of Directors monthly.

Vice Chair Member Services

Oversees Member Services Committee and Sales Lead Roundtable.

Vice Chair Programs and Events

Oversees events, projects and programs.

Maintain a Proper Relationship with Staff

The only staff person hired, managed and evaluated by the Board is the President. The Board should not interview or evaluate staff as the President's is responsible for staff management and evaluations. The staff does not have a part in the evaluation of the President. The Board hires the President and the Board has the responsibility for evaluation.

Who is Responsible For Personnel?

<u>AREA</u>	<u>BOARD</u>	<u>PRESIDENT</u>
Hiring Staff	No role	Approves all hiring
Staff deployment and assignments	No role	Establishes Workload
Firing of Staff	No role	Makes final termination
Staff grievances	No role	Grievances stop at the President
Personnel Policies	Adopts	Recommends, administers
Staff Salaries	Allocates line	Approves item in budget salaries
Staff evaluation	Evaluates only President	Evaluates all other staff

Code of Conduct and Ethics

The following is the Code of Conduct and Ethics for directors of the Bonita Springs Area Chamber of Commerce. This Code is intended to summarize the Board's and each director's fiduciary duties to the Chamber, focus the Board and each director on areas of ethical risk, provide guidance to directors to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for directors. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chair, who may consult with inside or outside legal counsel as appropriate.

1. Standard of Conduct

In discharging his or her duty to Board of Directors of the Bonita Springs Area Chamber of Commerce, a director shall at all times act in a manner he or she believes in good faith to be in the best interests of the Chamber, and exercise the care an ordinarily prudent person in a like position would exercise under similar circumstances. This includes, but is not limited to, the following:

- a. The Board shall speak with its members and the community of Bonita Springs with “one voice”. Anyone in violation of this “one voice” concept may be removed from the Board.
- b. The Board represents the interests of the members of the Bonita Springs Area Chamber of Commerce, in optimizing value, by overseeing the President and CEO’s performance on the members’ behalf.
- c. The Board's responsibilities in performing this oversight function include a duty of care and a duty of loyalty. A director's duty of care refers to the responsibility to exercise appropriate diligence in overseeing the management of the Chamber, making decisions and taking other actions. In meeting the duty of care, directors are expected to:
 - Attend and participate in Board and ad hoc committee meetings. Personal participation is required.
 - Remain properly informed about the Chamber’s business and affairs. Directors should devote appropriate time to reviewing emailed periodic updates provided by the President and CEO, as well as reviewing Board materials prior to each meeting.
 - Rely on others. Absent knowledge that makes reliance unwarranted, directors may rely on Board ad hoc committees, the Chamber President and CEO, and professional advisors.
 - A director's duty of loyalty refers to the responsibility to act in good faith and in the Chamber’s best interests, not the interests of the director, a family member or an organization with which the director is affiliated. Directors shall not use their positions for personal gain. The duty of loyalty may be relevant in cases of conflict of interest (section 2 below), and corporate opportunities (section 3 below).

2. **Conflicts of Interest**

Directors must avoid any conflicts of interest between the director and the Chamber. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Chamber, should be disclosed promptly to the Chairman of the Board of Directors.

A "conflict of interest" can occur when a director's private interest interferes in any way - or even appears to interfere - with the interests of the Chamber as a whole. Conflicts of interest can also arise when a director, or his or her immediate family member, takes action or has interests that may make it difficult to serve as a director of the Chamber objectively and effectively or receives improper personal benefits as a result of his or her position as a director of the Chamber. For the purposes of this Code, "immediate family member" means a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.

Conflicts of interest may arise indirectly - for instance, when a director is an executive officer, major shareholder or otherwise has a material interest in another company or organization doing business with the Chamber.

Board members will annually sign a Conflict of Interest Disclosure Statement. This policy is good business practice to prevent the appearance of impropriety or legal challenge stemming from alleged conflict of interest.

3. **Corporate Opportunities**

Directors are prohibited from: (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information or position; (b) using the Chamber's property, information, or position for personal gain; or (c) competing with the Chamber, provided, however, if the Chamber's disinterested directors determine that the Chamber will not pursue an opportunity that relates to the Chamber's business, a director may do so. Directors owe a duty to the Chamber to advance its legitimate interests when the opportunity to do so arises.

4. **Confidentiality**

Directors shall maintain the confidentiality of information entrusted to them by the Chamber, or its members, and any other confidential information about the Chamber that comes to them, from whatever source and in whatever form or medium, in their capacity as a director, except when disclosure is authorized or legally mandated. For purposes of this Code, "confidential information" includes all non-public information relating to the Chamber that might be of use to competitors, or harmful to the Chamber or its members, if disclosed. Anyone in violation of this confidentiality clause may be removed from the Board.

5. **Fair Dealing**

Each director should endeavor to deal fairly with the Chamber's members, suppliers, competitors and employees. No director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or other sharp practices.

6. **Protection and Proper Use of the Chamber's Assets**

Directors must protect the Chamber's assets and ensure their efficient use. Directors must not use company time, employees, or other assets for personal benefit.

7. **Compliance with laws, rules and regulations**

Directors shall comply with applicable laws, rules and regulations in their service to the Chamber, including without limitation, the applicable provisions of state and federal laws.

8. **Encouraging the reporting of any illegal or unethical behavior**

Directors should promote ethical behavior and take steps to ensure the Chamber: (a) encourages employees to talk to the President and CEO when in doubt about the best course of action in a particular situation; (b) encourages employees to report violations of laws, rules, regulations or The Chamber's Business Ethics Program; and (c) informs employees that the Chamber will not allow retaliation for reports made in good faith.

9. **Waivers; Compliance Procedures**

Any waiver of any provision of this Code may only be made by the Chairman of the Board and President & CEO of the Chamber after due deliberation and a determination by the pair that appropriate controls to protect The Chamber are in place. Directors shall communicate any suspected violations of this Code promptly to the Chair. Violations will be investigated by the Board Chair or by a person or persons designated by the Board Chair and the appropriate action of termination from the Board will be taken in the event of any violations of the Code.

Guidelines for Action

Before the Chamber may take a position on, expend resources for, or include an issue, event, program, policy or activity, it must be tested by the following guidelines:

- Does the issue comply with the mission and objectives of the Chamber?

- Is the issue business oriented, having an impact on the conduct of business in the Bonita Springs area? The Chamber represents the general business community and not specific business or industry interests.
- Is involvement with the issue cost effective? The Chamber may act on an issue if required resources can be justified, and if an obtainable goal may be reasonably expected.
- Is involvement with the issue a duplication of effort? The Chamber may act on an issue individually or in cooperation with other organizations if it may be demonstrated that its participation will enhance the efforts but should avoid being duplicative of other organizations or individuals.
- Have the appropriate committees of the Chamber considered the issue? The Board of Directors, including public pronouncements, positions, expenditure of, or the obligation of funds must approve action on an issue.

Board of Directors and Executive Board Meeting Schedule

October 2016 – September 2017

Board of Directors	Executive Board
October 20, 2016	October 13, 2016
November 17, 2016	
December 15, 2016	
January 19, 2017	January 12, 2017
February 16, 2017	
March 16, 2017	
April 20, 2017	
May 18, 2017	May 11, 2017
June 15, 2017	
July 20, 2017	
August – no Board meeting due to annual retreat	August-Saturday lunch at the Board Retreat 2017
September 21, 2017	

All meetings are held on Thursdays at the Chamber beginning at 8:30 a.m. Please plan on the meetings lasting approximately one hour.

Dates for the annual retreat are yet to be determined.



Board of Directors Commitment 2017-2018

I, _____, recognize the important responsibility I am undertaking in serving as a member of the Board of Directors, and hereby pledge to perform all the duties and obligations inherent in my role as a Director.

MY ROLE

My primary role as a member of the Board of Directors will focus on the discussion and formation of policy in keeping with the mission and goals.

MY COMMITMENT

I will exercise the duties and responsibilities of this office with integrity, responsibility and due care. I pledge:

- Support the mission statement.
- Read and understand the financial statements and otherwise assist the Board in fulfilling its fiduciary responsibility.
- Attend board meetings and retreats and actively participate in decision-making.
- Advocate for the organization; promote it in ways appropriate to my profession and contacts.
- Maintain Chamber of Commerce membership and support the organization financially in other ways where possible.
- Participate in strategic planning activities.
- Observe parliamentary procedures and display courteous conduct in all meetings.
- To respect the distinction between the policy setting role of the Board of Directors and the implementation role of management.
- To perform a role of holding management accountable to the goals and to fiscal responsibility.
- To avoid conflicts of interest between my position at the Bonita Springs Area Chamber of Commerce, and my personal and professional life. If such a conflict does arise, declare that conflict and refrain from voting on matters in conflict or the appearance of conflict is present.
- To support all actions taken by the Board of Directors.
- Participate in committees and events.

If, for any reason, I find myself unable to carry out the above duties, I agree to resign my position as Director.

Signature _____ Date _____

Printed Name: _____



Annual Board Member Conflict of Interest Disclosure

Please list any organization with which you are affiliated that may present a conflict of interest:

Certification

I, _____, certify that I have read and understand the Conflict of Interest policy of the Bonita Springs Area Chamber of Commerce and agree to comply with it. I affirm that, except as listed above, I have no conflict of interest or affiliation with any organization which may have interests that conflict with, or appear to conflict with, the best interests of the Chamber. Should such conflicts or apparent conflicts of interest arise in connection with the affiliations listed above, I agree to refrain from participating in any deliberations, decisions or voting related to the matter.

I also agree, during my term on a Bonita Springs Area Chamber of Commerce Board to report promptly to the President of the Chamber, or his/her designee, any future situation that involves, or might appear to involve, any conflict with the best interests of the Chamber.

Signature

Date

Print Name and Title

We Are The Region's Only Five-Star Accredited Chamber!



Chamber Bylaws





Amended and Restated Bylaws of the Bonita Springs Area Chamber of Commerce (A Florida Not-for-Profit Corporation)

Article I – Name, Mission and Activities

Section 1. Name

The name of the corporation is the Bonita Springs Area Chamber of Commerce, Inc., a duly organized Florida not-for-profit corporation, hereinafter referred to as the “Chamber”.

Section 2. Mission Statement:

The Mission of the Chamber is to:

- Serve its members
- Promote an environment where business can grow and prosper
- Enhance the quality of life of the Bonita Springs area.

Section 3. Antitrust Policy Statement:

The Chamber is organized for the purpose stated above and is not intended to, and may not play any role in, the competitive decisions of its members or their employees, or in any way restrict the competition in any aspect of the business community.

Section 4. Limitation of Methods:

The Chamber shall be non-partisan, non-sectarian, and non-political and shall take no part in or lend its influence either directly or indirectly to the nomination, election, or appointment of any candidates for political office in City, County, State, or Nation. The Chamber 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 II – Membership

Section 1. Eligibility

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible to apply for election to membership. Upon application, or subsequent thereto, each member entity as described above shall designate a primary individual for purposes of official communication and voting.

Section 2. Application for Membership

Application for membership shall be made in writing on the forms provided to the Board of Directors, and such application shall be regarded as a guarantee on the part of the applicant of his or her interest in and support of the mission of the Chamber and adherence to its Bylaws, Rules, Policies, and Regulations. Election to membership shall require the affirmative vote of the Board of Directors. Any applicant so elected shall become a member upon payment of the regularly scheduled investment.

Section 3. Membership Investment

The membership investment shall be such rate or rates, schedule, or formula as may from time to time be prescribed by the Board of Directors, payable annually or semi-annually in advance and shall be non-refundable.

Section 4. Representation

Any association, corporation or partnership, upon becoming a member of the Chamber, shall then designate an individual of said association, corporation or partnership to represent the association, corporation or partnership in all matters concerning the Chamber.

Section 4. Termination

Membership in the Chamber may be terminated in any of the following manners:

- A. Any member may resign from the Chamber upon request to the Board of Directors.
- B. Any member will be automatically expelled for non-payment of Membership Investment if in arrears for 90 days from the due date.
- C. Any member may be expelled by a majority vote of the Board of Directors at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber. After notice and opportunity for a hearing are afforded, the member shall have the right to appeal within thirty (30) days of expulsion.
- D. The death of an individual member.

No membership dues, or any portion thereof, shall be refunded to a member for any reason, including after termination, resignation or, in the case of an individual member, death, and any such dues shall be forfeited to the Chamber.

Article III – Membership Meetings

Section 1. Place of Meetings

Meetings of members shall be held at any place designated by the Board of Directors.

Section 2. Annual Meeting

The Annual Meeting of the members of the Chamber shall be held during the month of September within the Bonita Springs, Florida market area at such times and at such locations as are selected by the Board of Directors. The President shall give notice thereof, by mail, facsimile or e-mail, not less than ten (10) nor more than sixty (60) days before said meeting. Any meeting notice and the Annual Report may be sent to each member at the street address, facsimile number or e-mail address as it appears on the records of the Chamber in any manner permitted by these Bylaws.

Section 3. Special Meetings

Special Meetings of the Chamber members may be called by the Board of Directors, the Chairman of the Board, or upon a petition in writing, by not less than ten percent (10%) of the members in good standing and delivered in person or mailed by first class mail, addressed to the Chairman, or the President at the Chamber office. Notice of such meeting shall state the specific purpose for which it is called and no other business shall be conducted at such Special Meeting except as specified in the notice.

Section 4: Notices of Meetings

All notices of meetings of members shall be sent not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall specify the place, date and time of the meeting, and (a) in case of a special meeting, the specific nature of the business to be transacted, or (b) in the case of the regular annual meeting, those matters that the Board of Directors, at the time of giving the notice, intend to present for action by the members.

Any meeting notice may be sent to each member, or its designee, at the street address, facsimile number or e-mail address as it appears on the records of the Chamber. If there is not any such address, facsimile number or e-mail, the notice shall be held for the member in the Chamber office.

Section 5: Record Date for Notice

Members in good standing at the close of business on the business date preceding the day on which notice is given, and who are entitled to vote at the meeting, are entitled to notice of a meeting of members, subject to the power of the Board of Directors to fix a different record date.

Section 6: Quorum

The presence of at least thirty (30) members in good standing and entitled to vote at any meeting shall constitute a quorum for the transaction of business at any meeting of the members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least of majority of the members required to constitute a quorum.

Section 7. Voting

Each member (whether person, partnership, firm, association, or corporation) shall be entitled to cast one vote upon each matter submitted for a vote at a meeting of the members. Each member shall designate, in writing, the eligible voting member for such membership.

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number is required herein or by law.

Section 8: Inspectors of Election

Before any meeting of the membership at which an election shall take place, the Chairman of the Board, may, if deemed necessary, appoint up to three (3) members, other than any nominees for office, to act as inspectors at the meeting or any adjournment of the meeting. If appointed, the Inspectors shall (1) determine the existence of a quorum, (2) receive votes or ballots, (3) hear and determine all challenges and questions arising in connection with the right to vote, (4) count and

tabulate all votes, (5) determine the results, and (6) do any other acts that may be proper to conduct the election or vote with fairness to all members.

Article IV – Board of Directors

Section 1. Authority/Composition

The government of the Chamber, direction of its work, the control of its finances and the control and direction of its President shall be vested in a Board of Directors.

The Board of Directors of the Chamber shall be composed of no more than twenty-four (24) members elected or appointed to staggered three (3) year terms. In order to achieve an equal stagger of board seats available each year, for the 2013 election year, three (3) Directors shall be elected, each to a two (2) year term (to expire in 2015), and eight (8) Directors shall be elected, each for a three (3) year term. All Directors shall serve until a successor has been duly qualified and elected or appointed.

In the event a Director's seat is vacated during its term, the presiding Chairman of the Board shall appoint a replacement for the remainder of the seat's term. This appointment shall not be entered into the three (3) year term cycle. At no time shall two Directors represent the same membership.

An elected Director or an appointed Director may not serve more than two consecutive full three (3) year terms in office, except as set forth below. A mid-term appointment shall not constitute a full three (3) year term. Directors shall not be eligible for re-election to the Board of Directors for a period of (1) year after serving on the Board of Directors after completing two (2) consecutive full three (3) year terms, except that these term limits shall not apply to (i) the First Vice-Chairman, who automatically becomes the Chairman of the Board, or (ii) the outgoing Chairman of the Board, who automatically becomes Immediate Past Chairman. The Chairman of the Board and Immediate Past Chairman shall serve as a Director until the later of (a) the end of the term for which he/she was originally elected or (b) until his/her successor Immediate Past Chairman shall have taken office. After completion of the term of the Immediate Past Chairman, assuming his/her term extended the three (3) year limitation, then such seat shall next be filled only for the number of years necessary to achieve an even stagger of the terms as set forth above.

Section 2. Election of Directors

A. Nominating Committee

The Chairman of the Board, who may not serve on the Nominating Committee, shall designate five (5) members in good standing to serve as members of the Nominating Committee. The Committee shall include the Incoming Chairman of the Board and at least two (2) Chamber members who are not Directors. The Incoming Chairman of the Board shall act as the Chairperson of the Nominating Committee. The Nominating Committee shall be presented to the Board of Directors for approval on or before the regularly scheduled Board of Directors meeting, no later than May of each year.

B. Publicity

No later than May of each calendar year, Chamber publications shall publicize the fact that the Nominating Committee will accept from the membership names of members to be considered as Candidates for nomination to the Board of Directors.

C. Candidates

The Nominating Committee will present to the Board of Directors a slate of candidates equal in number to the number of Directors whose terms are expiring and whose seats are available by election (as opposed to appointment). Candidates must be members in good standing. In preparing the slate, the committee should attempt to ensure adequate representation of the different types and sizes of businesses within the Chamber membership. The committee should confirm by personal contact with the candidates, that each understands and is willing to accept the Directorship responsibility. All of the above should be completed by the June Board of Directors meeting.

D. Notification of Nominations for the Board of Directors

After receipt of the Nominating Committee's proposed Slate of Directors, the Chamber shall publish to the membership the names of persons nominated as Candidates for Election to the Board of Directors. Such notice shall include information about Members' right to petition additional names as specified under Paragraph E of this Section 2.

E. Petitions

Additional candidates for Directors can be nominated by petition bearing the genuine signatures of at least thirty (30) Members in good standing of the Chamber. Such petitions shall be filed with the Nominating Committee within fourteen (14) days from the date the notice as set forth in Paragraph D was mailed. The determination of the Nominating Committee as to the legality of the petition shall be final.

F. Voting

If no petition is received, the nominated Slate of Candidates shall be voted on and ratified by the Board of Directors no later than the July Board of Directors meeting.

If a petition, as provided for in Paragraph E, is filed, a ballot shall immediately be mailed to the membership listing all the candidates in alphabetical order, and shall designate the candidate as a nominee or a petitioned candidate. Members will be asked to vote for the same number of Candidates, as there will be vacancies on the Board of Directors for seats available by election (as opposed to appointment). Ballots shall be returned to the Chamber, postmarked within fifteen (15) days of the date the notice was mailed.

The Nominating Committee shall count the ballots, and the candidates receiving the highest number of votes shall be declared elected at the August Board of Directors meeting. In case of a tie the selection shall be made by lot, under the direction of the Nominating Committee.

Section 3. Seating of New Directors

All newly elected or appointed Directors shall be seated at the regular Board of Directors Meeting in September and shall be participating members thereafter. All newly elected or appointed Directors shall receive a Policy Manual, including the Code of Conduct and Ethics Policy, and shall sign a Board of Directors Commitment Form acknowledgement receipt of same and willingness to abide by the terms and conditions set forth therein.

Section 4. Attendance

A Director may not miss more than three (3) consecutive meetings, or a total of four (4)

meetings in any given fiscal year, without the approval of the Chairman of the Board. Missing the requisite number of meetings without approval may constitute grounds for dismissal from the Board of Directors.

Section 5. Vacancies

Vacancies on the Board of Directors shall be filled for the unexpired portion of the term. The Chairman of the Board shall recommend a replacement to be ratified by a majority vote of the remaining Directors. A mid-term appointment shall not exclude a member from being elected to two full consecutive terms as allowed for in Article IV, Section 1.

Section 6. Removal of Directors

Any one or more of the Directors may be removed either with or without cause at any time by a two-thirds (2/3) vote of the Board of Directors at any special meeting called for that purpose.

Section 7. Quorum

At any meeting of the Board of Directors, a majority of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board of Directors, those present may adjourn the meeting until a quorum shall be present.

Section 8. Duties

- A. The Board of Directors of the Chamber shall have policy control and direction of the Chamber affairs subject to the procedures and requirements specified in the Bylaws.
- B. All policies of the Board of Directors will be formalized and recorded in a Policy Manual for reference by the Officers, Directors and Administrative Staff.
- C. The Board of Directors shall actively pursue policy implementation, have discretion in general fund disbursements and adopt such rules and regulations as may be determined for the active conduct of Chamber business.

Section 9. Management

The Board of Directors shall employ a President and through the budget and review process determine his or her salary. The qualifications and duties shall be outlined in the President's job description. The basic function of the President is to be the Chief Executive Officer of the organization.

The President is responsible to the Board of Directors for the coordination of the Business Plan, organization structure and procedures, volunteers, staff, budget, income and expenditures, maintenance of membership, employment training and supervision of staff, interpretation of policy, maintenance of facilities and equipment, and short and long-range planning.

Section 10. Director Meetings

Regular meetings of the Board of Directors shall be held monthly and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board or at the request of any three (3) members of the Board of Directors.

Section 11. Minutes and Records

The Board of Directors shall keep a full and complete record of all its procedures, which shall be available for inspection by all Chamber members at the Chamber office. The Board of Directors is permitted to hold executive sessions, for which a record need not be made, for matters of a sensitive legal, personnel or financial nature.

Section 12. Indemnification

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

- A. A violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
- B. A transaction from which the Director or Officer derived an improper personal benefit;
- C. In the case of the Director, a circumstance under which liability provisions of Florida Statutes Section 607.0831 (1993) are applicable; or
- D. Willful misconduct or a conscious disregard for the best interests of the Chamber in proceeding by or in the right of the Chamber to procure a judgment in its favor.

Notwithstanding the above, an Officer or Director who is successful on the merits or otherwise in defense of any proceeding in defense of any claim, issue, or matter therein, shall be indemnified against expense actually and reasonably incurred by him or her in connection therewith. This Section shall be in addition to the rights that the Officers and Directors of the Chamber have under Articles of Incorporation or the Florida Not-for-Profit Corporation Act, and nothing herein shall be deemed to diminish or otherwise restrict such person's right to indemnification under any such other provision.

Section 13. Resignation

Any Director may resign, effective immediately or at a later time specified by the Director, by a written notice to the Chairman of the Board. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy for when the resignation becomes effective.

Article V - Officers

Section 1. Officers

The Chamber shall have a Chairman of the Board, a First Vice-Chairman, various Vice-Chairmen determined by the number of divisions in the organizational structure, a Secretary, a

Treasurer, and the Immediate Past Chairman. In addition, the Board of Directors shall employ a President. These Officers also shall serve as the members of the Executive Committee.

Section 2. Officers Nominating Committee

- A. The Chairman of the Board shall name an Officers Nominating Committee of at least three (3) individuals from the Board of Directors. The Board of Directors may ratify the selection of the Officers Nominating Committee at or before the July Board of Directors Meeting.
- B. After elections are completed, the Nominating Committee should make its selection of candidates for Officers for the coming year. The nominees will be presented to the Board of Directors no later than the September Board of Directors Meeting.

Section 3. Election

Officers shall be members of the Board of Directors and shall serve in each office for a term of one (1) year. However, any officer may be re-elected for a consecutive term or terms. Officers shall be elected by a vote of the Board of Directors no later than the September Board of Directors Meeting.

Section 4. Duties of Officers

- A. **Chairman of the Board:** The Chairman of the Board shall serve as the volunteer executive head of the Chamber and shall preside at all meetings of the membership, Board of Directors, and Executive Committee.

The Chairman of the Board shall, with the advice and counsel of the President, assign Vice-Chairman to the divisional or departmental responsibility, subject to the approval of the Board of Directors.

The Chairman of the Board shall, with the advice and counsel of the Vice-Chairman and President, determine all committees, select all committee chairpersons, and assist in the selection of committee personnel subject to the approval of the Board of Directors.

The Chairman of the Board shall serve as a spokesperson for the Board of Directors.

- B. **First Vice-Chairman:** The First Vice-Chairman shall exercise the powers and authority and perform the duties of the Chairman of the Board in the absence or disability of the Chairman of the Board.

The First Vice-Chairman shall be considered the Chairman-Elect and will take over the position of Chairman of the Board on October 1 of the year after election to the position of First Vice-Chairman. The First Vice-Chairman shall serve at least a three (3) year term: one as First Vice-Chairman, one as Chairman of the Board, and one as Immediate Past Chairman - all shall be with voting privileges

- C. **Vice-Chairman:** The duties of the Vice-Chairman shall be such as those that may be assigned by the Chairman of the Board and the Board of Directors.

- D. **Secretary:** The Secretary shall see to it that the minutes of the members' and Directors' meetings are kept, and see that all notices are duly given in accordance with provisions of these Bylaws, or as required by law; and be custodian of the corporate records of the Chamber. The Secretary shall perform all duties as from time to time may be assigned by the Board of Directors.
- E. **Treasurer:** The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors.
- F. **Immediate Past Chairman:** The Immediate Past Chairman shall perform such duties as may be assigned to him/her by the Chairman of the Board or the Board of Directors.
- G. **President:** The Board of Directors shall employ a President who shall be the chief administrative and executive officer of the Chamber. The President shall serve as assistant secretary of the Board of Directors and the Executive Committee and cause to be prepared notices, agendas, and minutes of meetings of the Board of Directors and the Executive Committee.

The President shall serve as advisor to the Chairman of the Board, and shall assemble information and data and cause to be prepared special reports as required by the program of the Chamber.

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

The President shall be responsible for the business plan in accordance with the policies and direction of the Board of Directors.

The President shall be responsible for hiring, discharging, directing and supervising of all employment activities.

The President shall be responsible for the preparation of an operating budget covering all activities of the Chamber. The President shall submit the budget to the Executive Committee for its adoption, which in turn shall forward such approved budget to the Board of Directors for approval. The President shall also be responsible for all expenditures with approved budget allocation.

Section 5. Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board of Directors is not in session, but shall be accountable to the Board of Directors for its action. The Executive Committee may serve as a long-range planning group. They need not approve items prior to being sent to the Board of Directors, but are to assist the Board of Directors as it operates as the Governing body of the Chamber.

The Executive Committee shall be composed of the Chairman of the Board, First Vice-Chairman, various Vice-Chairman determined by the number of Divisions in the Organizational Structure, Secretary, Treasurer, President, and Immediate Past Chairman. These Officers, except the

President, shall be voting members of the Executive Committee. The Chairman of the Board shall serve as Chairperson. A majority of the voting members of the Executive Committee shall constitute a quorum.

Section 6. Vacancies

All Officer vacancies shall be filled by the Board of Directors without undue delay at its regular or specially called meeting for that purpose.

Section 7. Compensation of Officers

The officers shall receive no salary or compensation.

Section 8. Removal of Officers

The Board of Directors may remove any Officer by a majority vote at any regular or special meeting with or without cause.

ARTICLE VI – COMMITTEES

Section 1. Appointment and Authority

The Chairman of the Board shall appoint all committees and task forces subject to confirmation by the Board of Directors. The Board of Directors shall authorize and define the powers and duties of all standing and special committees except those committees whose functions are set forth in these Bylaws. Committee appointments shall be at the will and pleasure of the Chairman of the Board and in no event shall exceed the term of the appointing Chairman of the Board.

It shall be the function of the committee to make investigations, conduct studies, and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board of Directors.

Section 2. Limitations

No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy. Special committees shall be discharged by the Chairman of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3. Meetings

Meetings of the Committees may be called at any time by the Chairman of the Board or by the Chairperson of such Committee.

Section 4. Special Task Force

The Chairman of the Board may from time to time appoint special task forces, with the approval of the Board of Directors, to act on a matter with limited future. The Board of Directors shall define the purpose and responsibilities of such task forces and shall encourage abandonment of task forces when the objectives of such groups have been completed.

ARTICLE VII – FINANCES

Section 1. Funds

All money paid to the Chamber shall be placed in a general operating fund in such bank(s) as the Board of Directors may from time to time determine. The Board of Directors may from time to time create special purpose funds.

Section 2. Disbursements

No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board of Directors. Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check. A check register will be available to the Chairman of the Board each month and available for review by any Member of the Board of Directors.

The Board of Directors shall have the power to approve expenditures of funds not included in the annual budget by a majority vote of the members present at a meeting of the Board of Directors. The Chairperson of any committee or task force must submit a budget and determine income as well as expenses and submit to the Executive Committee for review and to the Board of Directors for final approval.

Checks in the amount of \$1,000.00 or less may be signed by any one of the following: the Chairman of the Board, First Vice-Chairman, Immediate Past Chairman, Secretary, Treasurer, or President. Checks over \$1,000.00 shall be signed by two (2) of the above-mentioned parties and a list of those checks will be presented to the Executive Board at its monthly meeting. The Treasurer shall cause to be prepared a Monthly Fiscal Report to be presented to the Board of Directors.

Section 3. Fiscal Year

The fiscal year of the Chamber shall close on September 30.

Section 4. Annual Financial Examination

Each year, the Board of Directors shall determine whether a review or a complete audit of the Chamber's financial books is required. The review or audit shall take place no more than 120 days after the end of the fiscal year. The review or audit of the Chamber's accounts shall be done by an independent accounting firm, which may be a member of the Chamber and such Membership shall not be deemed to affect such firm being independent.

The complete audit or review shall be available to the members of the Chamber within the offices of the Chamber during usual office hours. A complete audit must be performed not less frequently than every other year and a Financial Review may be permitted in the years the complete audit is not performed.

Section 5. Bonding

The President, Officers, and Board of Directors authorized to sign checks shall be bonded by a sufficient fidelity bond in such amount and such manner as the Board of Directors deem necessary. The fidelity bond shall be paid for by the Chamber.

Section 6. Contract Approval

All contracts in excess of \$5,000 in the aggregate or for a term in excess of one (1) year shall be signed by both the Chairman of the Board and the President, and any other contract may be signed by either the Chairman of the Board or the President.

Section 7. Director and Officers Liability

The Board of Directors shall maintain adequate liability coverage at all times.

ARTICLE VIII - DISSOLUTION

Section 1. Cause

The Chamber may be dissolved in any manner and for any reason set forth in Chapter 617, Florida Statutes.

Section 2. Action

To officially dissolve, in addition to any other notice required by law, the Chamber must provide public notice for five (5) consecutive days and notify the membership at least thirty (30) days prior to the intent to dissolve the Chamber.

Section 3. Method

A motion to dissolve must be approved by not less than two-thirds (2/3) of the Board of Directors.

Section 4. Assets

In the event the Chamber shall cease to operate or exist and after all outstanding claims are paid, no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized or qualified charitable, educational, scientific or philanthropic organizations, as defined in Section 501 (c)(3) of the Internal Revenue Code, to be selected by the Board of Directors.

ARTICLE IX – PROCEDURES AND SEAL

Section 1. Authority

The proceedings of the Chamber shall be governed by and according to the current edition of Robert's Rules of Order, as revised, when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

Section 2. Seal

The Chamber may use a seal of such design as may be adopted by the Board of Directors.

ARTICLE X – AMENDMENTS:

Section 1. Revisions

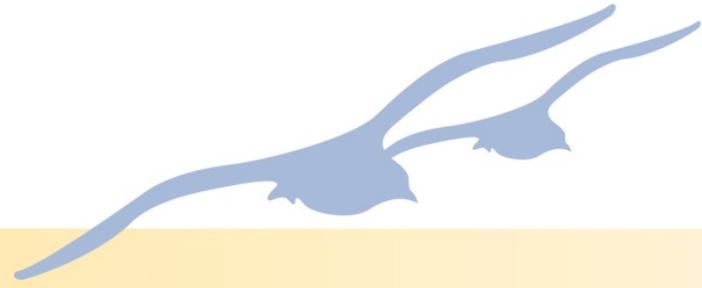
These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors or

by a majority of the members (50% plus one) at any regular or special meeting, provided the Notice for the meeting includes the proposed amendments.

Any proposed amendments or alterations shall be submitted to the members in at least fifteen (15) days prior to the meeting at which they are to be acted upon.

These Amended and Restated Bylaws were adopted July 2013.

We Are The Region's Only Five-Star Accredited Chamber!



2016 - 2018 Strategic Plan





2016 – 2018 Strategic Plan

Vision Statement: To be the premier business organization in Southwest Florida leading change for the betterment of our community.

Mission Statement: The Bonita Springs Area Chamber of Commerce is a membership organization whose mission is to serve our members, promote an environment where business can grow and prosper, and to enhance the quality of life of the Bonita Springs area.

Core Values:

The Bonita Springs Area Chamber of Commerce believes the following values are central to its success:

- We are an inclusive, community-minded organization, welcoming new members and treating all members equally.
- We are an ambassador for the business community of our area and serve as an advocate for the needs and interests of our members.
- We operate with the highest ethical standards and with integrity in all our interactions.
- Our programs and activities are known for excellence and for proactively meeting the needs of our members and the community.
- We maintain a reputation for being visionary and strategic in our plans and operations within our area's dynamic and changing business environment.

2016 – 2018 Key Strategic Issues

- (1) Sustainable Organizational Management
- (2) Strategic Advocacy
- (3) Enhancing the Member Experience
- (4) Leadership & Career Development
- (5) Regional Connectivity

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Key Strategic Issue 1: SUSTAINABLE ORGANIZATIONAL MANAGEMENT – Ensure the long-term growth and sustainability of the organization to maintain the Five-Star Accreditation standards.

- **Strategic Goals**
 - Increase profitability and long term support for the maintenance and improvement of Chamber facilities
 - Maintain and improve the position and reputation of the Chamber
 - Strengthen relationships with key stakeholders, ambassadors and partners
 - Leverage and document key milestones and continually improve policies and best practices

Key Strategic Issue 2: STRATEGIC ADVOCACY - Ensure the growth, prosperity and quality of life in our community for local business and citizens.

- **Strategic Goals**
 - Communicate vetted high impact information to increase member engagement
 - Serve as catalyst for open communication between business community and elected officials
 - Advocate for targeted issues as determined by annual legislative priorities
 - Utilize issue based annual communications plan for consistency and extended reach

Key Strategic Issue 3: ENHANCING THE MEMBER EXPERIENCE – Become a relied upon resource for business growth and success.

- **Strategic Goals**
 - Develop innovative programming based on membership needs
 - Provide members with better access to digital information and resources
 - Identify and align synergistic partnerships within Chamber networks
 - Invest in technology that provides optimal value to members and staff

Key Strategic Issue 4: LEADERSHIP & CAREER DEVELOPMENT - Create an environment conducive to addressing current and future community needs as it relates to economic and workforce development.

- **Strategic Goals**
 - Serve as catalyst for success of leading edge cradle to career regional initiatives
 - Educate and develop tomorrow's business and community leaders
 - Develop initiatives that support business retention and expansion

Key Strategic Issue 5: REGIONAL CONNECTIVITY – Foster continued development of a more regionally connected and sustainable business community.

- **Strategic Goals**
 - Leverage the advantage of our regional geographic resources
 - Be the epicenter of the region for young professionals and families
 - Support and convey the messaging of key regional entities
 - Leverage the Chamber voice to create coalitions for positive progress

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Organizational Chart





Organizational Chart and Staff Assignments

The Chamber's Organizational Chart clearly shows lines of authority and responsibility. The second chart includes the names of the individuals attached to each position. The third chart provides details on the staff and ties their roles back to the various committees and task forces. These charts are used in conjunction with other documents such as the business plan, bylaws and board and staff manuals which provide other levels of detail relating to operations.

Staff Assignments

Tiffany Esposito, President & CEO

Staff Liaison to Board of Directors, Executive Board and Vice Chair of Tourism

The President & CEO provides effective leadership for the organization and its members in carrying out the Chamber's mission, directing internal operations and developing external relationships beneficial to business and community advancement.

Cindy Burgess, Director of Special Projects

Staff Liaison to Vice Chair of Programs and Events

This position is responsible for the management of the communications, marketing and events department and the implementation of events and programs for the Chamber as well as strategic partnerships and new program development.

Chelsea Garlock, Events and Creative Coordinator

The Events and Creative Coordinator is responsible for the development and coordination of special events and programs as well as graphic and creative support for the Chamber and its affiliates.

Nina Barbero, Communications Coordinator

Staff Liaison to Vice Chair of Government Affairs

The Communications Coordinator is responsible for implementing the deliverables calendar for the department, ensuring that messaging and brand are consistent throughout all communications for the Chamber and all affiliates.

Lauren Ware, Marketing and Events Coordinator

The Marketing and Events Coordinator is responsible for the development and implementation of an annual communications and marketing plan to support the key objectives for the Chamber as well as coordination and management of monthly events and programs.

Dawn Brewer, Operations Coordinator

Operations Coordinator is responsible for the operational and administrative effectiveness of the organization including but not limited to basic accounting processes, meeting coordination, office administration activities.

Charles Stanisce, Membership Services Representative

Staff Liaison to Vice Chair of Membership

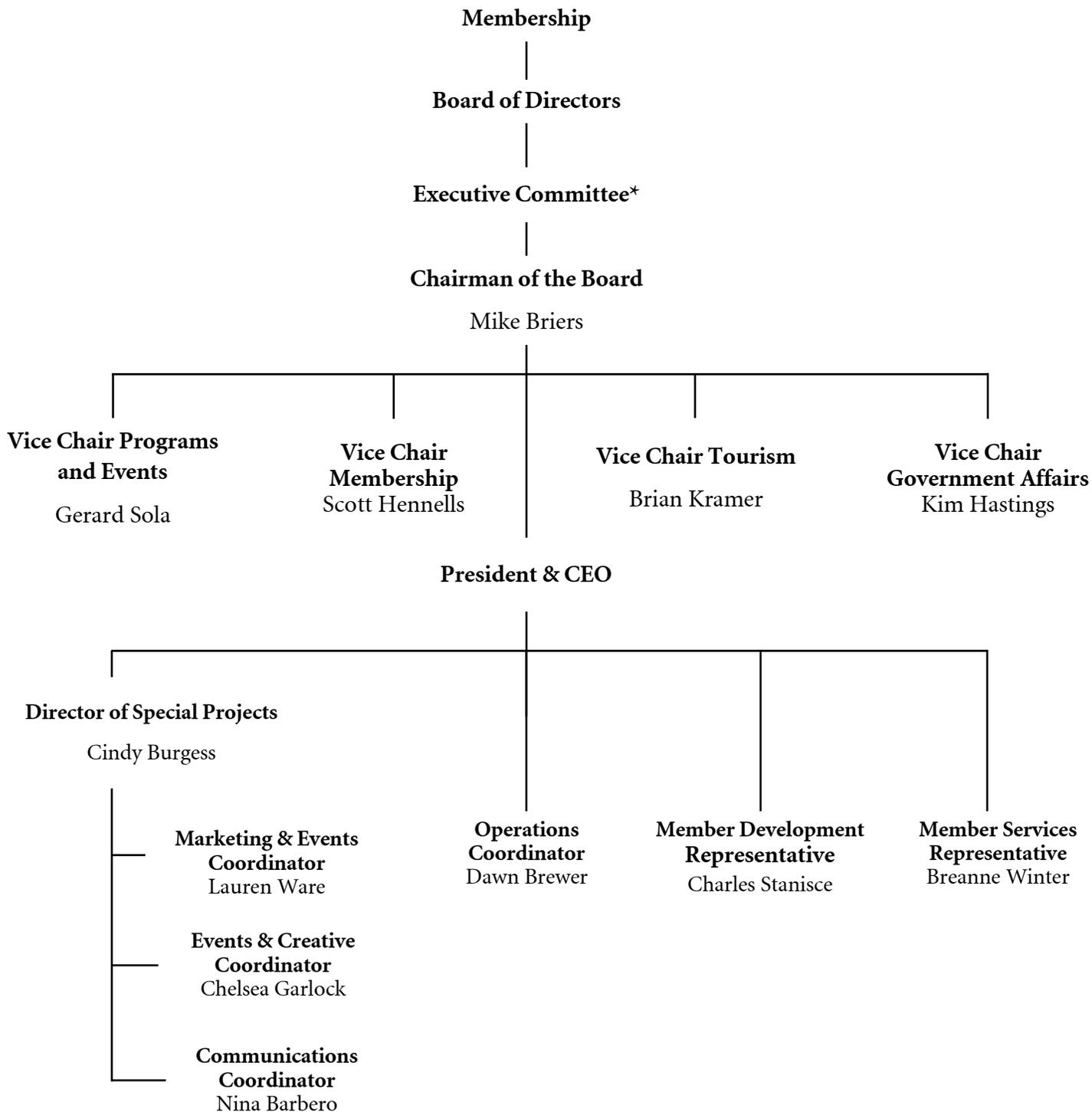
The Member Services Representative is responsible for member services, database management, membership retention and accounts receivable with the goal of providing a high level of customer service to members and prospective members.

Breanne Winter, Membership Development Representative

The Membership Development Representative is responsible for generating leads, developing prospects and recruiting new members.



Organizational Chart

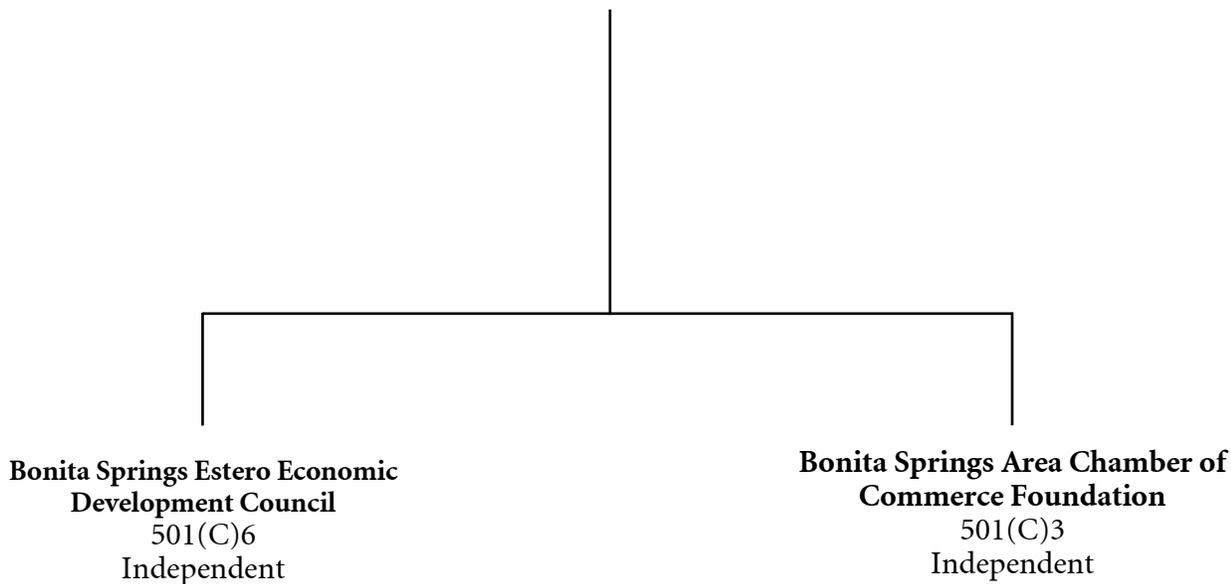


*Comprised of Chairman (Mike Briers) , President/CEO (Tiffany Esposito), Chair-Elect (Scott Hennells), Secretary (Kim Hastings), Treasurer (Rich Mancini), Immediate Past Chair (Bob Rosier) and Vice Chairs.

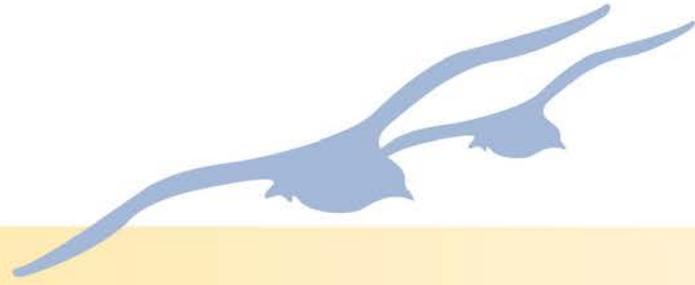


Independent Affiliate Organizations

Bonita Springs Area Chamber of Commerce
501(C)6



We Are The Region's Only Five-Star Accredited Chamber!



Programs, Products & Services



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Programs

Annual Golf Tournament

Fore! The Annual Golf Tournament includes lunch, raffles, golf, awards and a buffet dinner. This is a fun social outing with business networking throughout the course.

Annual Holiday Party

This Annual Holiday Party celebrates the holiday season and includes holiday gift raffle as a fundraiser for the Chamber.

Annual Meeting & Awards Luncheon

The Annual Meeting & Awards Luncheon takes place in September at the conclusion of the fiscal year. The outgoing Chairman of the Board gives a “State of the Chamber” address citing the year’s accomplishments, and the incoming Chairman of the Board states his/her vision for the upcoming year. We also recognize the small business of the year, Citizen of the Year and other top business and member awards.

Board Retreat

The Board Retreat is the annual strategic planning session including the outgoing and incoming Board of Directors, past chairmen of the board and staff.

Business After Hours

This popular networking event takes place 10 times a year on the second Thursday of the month, bringing together an average of 90 people at each event. Each month the event is held at a member’s location and includes a 50/50 raffle, door prizes, host presentation and sometimes live music.

Business Before Business Expo

For those early risers who prefer networking in the morning, this popular networking event and trade show is held 4 times each year on the fourth Thursday morning of the month. An average of 50 Chamber members have tabletop displays while other community and Chamber members mix and mingle as they visit the different displays.

Candidate Forums & Videos

During local and state elections, the Chamber hosts a series of panel-style candidate forums to ensure the membership and community are well-informed when they go to the polls. We also produce brief videos where candidates are asked 3 questions and they have 1 minute to respond to each question. We post these videos on our social media platforms and the Chamber website to keep the members and community informed.

Community Business Expo

This popular annual tradeshow is a great opportunity to showcase chamber member businesses to consumers in the region. The event is held at a public outdoor shopping and lifestyle center with an average of 75 table top exhibitors for attendees to visit. The event is free and open to the public with an average of 1,500 attendees.

Florida Legislation Session Trip

This annual trip to Tallahassee includes Chamber executives, government leaders and Chamber members from across Lee County. We travel to Tallahassee to discuss important issues with elected, state officials and encourage them to continue to advocate for business-friendly legislation.

Foundation Fundraiser

The annual foundation fundraiser brings together both members and the community to raise money through special themed events and most recently a wine raffle and wine tasting. Proceeds from the fundraiser help fund scholarships for local students and contribute to the Chamber's programs.

Harvest Night

At this annual Business After Hours kicks off the start of the holiday season. Continuing a 10-year tradition, we collect over 1,000 pounds of food to help stock the shelves of the Bonita Springs Assistance Office pantry who provide challenged members of the community a "hand up not a hand out."

Leadership Bonita Program

The Chamber is proud to offer an annual Leadership Bonita program created to hone leadership skills, create the opportunity for personal growth, and to help participants learn more about the Bonita Springs area. The nine-month program kicks off with a two-day retreat followed by twelve topic specific days covering Arts & Community, Economic Development & Regionalism, Environment, Government, Healthcare, Infrastructure, Media, Education, Crime & Justice, Social Issues and Tourism. Now in its 19th year, we are proud to boast of more than 350 graduates.

Leadership Bonita Alumni

Post-graduation, Leadership Bonita Alumni are encouraged to stay involved and connected to their class as well as other alumni. Refresher sessions are planned throughout the year to keep the alumni active and engaged in the community.

Membership Drive

The membership drive is executed, in-house, by the board of directors, staff and any of the general membership that would like to participate. Run annually in September, the month-long event encourages over 60 volunteers to bring in new members and offers an experience filled with the spirit of competition as the participants are divided into four teams who compete for awards for the greatest number of conversions.

New Member Welcome Reception

This reception, held quarterly, recognizes new members and familiarizes them with the Chamber and its many programs. In small group discussions, led by board members, they provide new members with tips on how to leverage their membership benefits and additional exposure opportunities. The reception is immediately followed by Business After Hours where new members are encouraged to attend and network.

Power Networking Luncheons

The Power Networking Luncheons are structured networking lunch programs for members and the community. Lunch programs are held monthly from April – October, “off” season, and sponsored speakers present emerging trends and educational topics. The program includes a 30-minute speed networking session prior to the guest speaker.

President’s Club

The President’s Club is a niche group of executive and C-suite members who are committed to providing leadership and financial support to the Chamber for the continued prosperity of the community. Members meet quarterly and are instrumental in fundraising for the Chamber’s college scholarship endowment funds and community enrichment programs.

Ribbon Cuttings

We offer complimentary ribbon cuttings to businesses that are new, have remodeled or relocated within a year. Ribbon cuttings are small gatherings where 6-8 people from the Member Services Committee and Chamber staff go to the member’s place of business, take a photo and learn more about the member. The Chamber distributes a press release with a photo of the ribbon cutting.

Bonita Springs Area Chamber of Commerce Young Professionals

Promoting leadership, community and professional development, the Young Professionals at the Bonita Springs Area Chamber of Commerce are dedicated to providing career minded individuals with a platform to develop professionally, socially and civically in the Southwest Florida area. This group hosts social, professional development and philanthropic events monthly. Participants range from 23-40 years of age and are committed to furthering their careers and becoming influential members of the community.

Bonita Springs Area Chamber of Commerce Young Professionals CEO Panel Luncheon

An annual luncheon for over 100 Young Professionals to set their GPS (Goals, Priorities, Strategies) on activities that will take them from where they are today to where they want to be tomorrow. Through a panel discussion they hear from four of the area's top executives on how they grew their career, overcame adversity, conquered and handled criticism, and made life-changing decisions that propelled them ahead of their peers.

Bonita Springs Area Chamber of Commerce Young Professionals Holiday Party

Held in December, it is the Young Professionals largest networking social of the year and held at a Chamber member location. At this free social we partner with a nonprofit organization that needs items for the holiday season and we ask attendees to give back to the organization by donating an item of need at the holiday party. Most recently we partnered with New Horizons of Southwest Florida to collect over 35 crockpots for homes without cooking appliances.

Bonita Springs Area Chamber of Commerce Young Professionals “In Your Future” Summit

The annual Young Professional Summit provides a platform for the region’s emerging leaders to get engaged, become empowered and develop their personal and professional leadership skills. The Summit inspires conversation and equips attendees with the tools to maximize their impact in their organizations and communities. The half day professional summit includes workshops, keynote speaker, networking breaks, professional headshots and a Schmoozapalooza social to end the day. The event attracts on average 150 attendees.

Young Professionals Monthly Social

These free networking socials take place on the third Wednesday of every month bringing together an average of 50 Young Professionals at each event. Each month the event is held at a Chamber member’s location.

Young Professionals Wake Up YP Networking Breakfast

A more casual networking atmosphere, this free event is held on the first Tuesday of every month at a local Chamber member cafe. Stay for the entire hour or just stop by for 15 minutes for coffee and a few conversations. The flexibility of the event allows for people to come and go as they please. The breakfasts average 25 attendees.

Products

Beautiful Bonita Visitors Guide & Professional Directory

Published annually, it is the guide to the best of the Bonita Springs area! It lists everything you need to know when visiting or relocating including where to stay, what to do and what to see. The magazine also includes economic development statistics, demographics, and a detailed membership directory listed both alphabetically and categorically. A digital version is also published on the Chamber website.

Relocation Packets

Members can include brochures and pamphlets in a relocation package that is directly mailed to those interested in moving to the Bonita Springs area. This is a source of additional revenues that are non-dues related.

eBrief Sponsorships

This monthly newsletter is sent electronically to an 8,000-person contact list, which includes Chamber members, public officials and area residents. We offer ad space and sponsored articles in the eBrief.

Invest for Success

The ultimate sponsorship package, these custom investment levels offers exposure at nearly all Chamber functions and publications along with custom attendance and amenities for all programs, events and services.

Visitor Center Sponsorships

We offer member exposure via display boards, digital ads and other custom products in the Visitors Center which is fully staffed by volunteers Monday – Friday 9 a.m. – 5 p.m. We see over 25,000 visitors from around the United States each year.

Map

Published annually, we offer a street map and resource guide of the Bonita Springs and Estero area. It is displayed prominently inside and outside the Visitor Center and we distribute 12,000 copies per year. Chamber members can also purchase advertisements in the printed map.

Member Mailing Lists

Members can purchase a mailing list of all Chamber members to implement direct mailing projects as a benefit of membership.

Member to Member Discounts

The Chamber website offers a platform for members to post discounts to members and/or the community. This platform is a great way to drive traffic to the business and encourage members to shop local.

Member Spotlight

An opportunity for members to share their company's information, special offers, new products and services, and announcements with fellow Chamber members via email distribution. Member Spotlight promotes member-to-member business and gives a platform to communicate directly with the region's business community. It is sent on Mondays and Wednesdays at 3 p.m. to over 8,000 email recipients. It is also shared on the Chamber's social media and website.

Web Sponsorships

Chamber members looking for more exposure and to drive traffic to their website can purchase banner sponsorship space on the Chamber website, a resource visited by area business professionals, tourists, relocating families, seasonal, and potential new residents!

Services

Community Event Calendar

We offer community event calendar as a value-add to members who can post their event on the Chamber's website, put their flyers in the visitor's center, recognize them/their event on social media and put their press releases in the online press room.

Economic Development

Located in the heart of Southwest Florida, the Bonita Springs Estero Economic Development Council is committed to building and retaining a regionally prosperous, sustainable, and economically diverse community. Serving as brand ambassadors, we exist to help local communities grow thoughtfully, to help relocating companies plant new roots smoothly and efficiently, and to attract business and resource partners that make our region stable in any economic environment. The Bonita Springs Estero Economic Development Council is an affiliate of the Chamber.

Job Bank

Open to members and the community for posting and viewable by anyone, the job bank offers a free platform for employers and job seekers to post their resumes and job descriptions.

Networking

We produce 120 events per year for the benefit of membership and the community. We offer networking in the morning, during the lunch hour and after work to assure each member has the opportunity to participate that is best for their personal schedules.

Online Business Directory

Our online business directory offers SEO optimized contact information for all members that includes a link back to their website. This is a service included with membership where visitors, locals and businesses can easily search for any person, company, product or service that they are in need of. The online business directory is an example of a referral system that we utilize and track to provide added value to our members.

Press Room

We offer online promotion of member news through our press room. This is available as a benefit of membership and we encourage all members to share their good news with us!

Referrals Systems

One of the added values we offer to our members are the strategic referrals that we make on their behalf. We offer both electronic and in person referral tracking. Our CRM software (WebLink International) tracks all referrals made via the online business directory, website banner sponsorships, emails, strategic logo placement, in person referral by the staff and volunteers and more. Referrals and the tracking ability is one of the most important services we offer.

Small Business Resources/Business Counseling

In partnership with the Small Business Development Center at Florida Gulf Coast University, we offer business counseling to new and existing small businesses. The counseling is all free of charge to our members and focuses on successful business planning and utilizing available resources.

Visitors Center/Tourism Services

Our fully staffed Visitor Center, open Monday – Friday, 9 a.m. – 5 p.m., welcomes and informs over 25,000 visitors and residents each year; providing referrals, brochures, menus, maps and new resident information.

Vacation Planner

The Chamber's website offers a portal for visitors to submit requests that members can then answer through the member's only login section of our website. This allows members to take advantage of targeted leads and referrals.