

KEY WEST BUSINESS GUILD



BY-LAWS OF THE KEY WEST BUSINESS GUILD, INC.
A NOT-FOR-PROFIT CORPORATION

As Amended March 1, 2000
As Amended May 14, 2001
As Amended April 4, 2006
As Amended May 7, 2008
As Amended December 1, 2010
As Amended September 7, 2011
As Amended November 7, 2012

ARTICLE I
Mission and Goals

- A. The mission of the Key West Business Guild is to promote LGBT (Lesbian, Gay, Bisexual, Transgender, and Allies) travel to Key West through marketing and the promotion of specialty events; to support gay-owned, gay-managed, and gay-friendly businesses; to strengthen the Gay community's position within the local community by supporting relevant LGBT issues.
- B. The following are the major goals for the organization over the next five years:
- Increase the number of gay and lesbian tourists visiting Key West and maintain a resource center to fully meet their informational needs.
 - Help improve the product Key West has to offer based on the needs of the gay and lesbian tourist.
 - Build the Gay community's acceptance within the local community and support relevant LGBT issues as an organization.
 - Improve and maintain a close relationship with the membership by way of effective and targeted verbal, written, and technology driven communication.
 - Improve and maintain efficient and effective operations through committee structure, appropriate policies and adequate, qualified staffing.

ARTICLE II
Corporate Structure of the Key West Business Guild

- A. The General Membership has the final democratic power through its election of the Officers and Directors-at-Large.
- B. The Board of Directors is the governing body of the Guild and may exercise all powers over the Guild consistent with these By-Laws and which are not prohibited by law or these By-Laws and which are not delegated by these By-Laws to an Officer or to another body.
- C. The Executive Committee, which consists of the President, the Vice President, the Secretary and the Treasurer, has the powers delegated to it by the Board of Directors.
- D. The President, the Vice President, the Secretary and the Treasurer have the powers delegated to them by these By-Laws (especially, but not limited to, Article VI below) and by the Board of Directors.
- E. The Executive Director is responsible for the day-to-day operation of the Guild and is responsible for carrying out the strategic plans and policies as established by the Board of Directors. The Executive Director also supervises all Guild employees and volunteers under the supervision of the Vice President and reports to the Board of Directors.

ARTICLE III
Offices

The principle office of the Key West Business Guild shall be located in the City of Key West, County of Monroe and State of Florida. The guild may also have one or more offices at such other places within or without the State of Florida as the Board of Directors may from time to time determine.

ARTICLE IV
Members

- A. The eligibility and qualifications for membership and the manner of an admission into membership, shall be prescribed by the Board of Directors with the proviso that all applicants for membership must adhere to the mission of the Key West Business Guild as stated in Paragraph A of Article I of these By-Laws. All rules, regulations and resolutions pertaining to eligibility and qualifications for membership and to the procedure for admission of members shall be available at the Guild Office for inspection by any person. The Board of Directors may, with respect to all members (1) approve any new membership and (2) set the amount and manner of imposing and collecting any dues or other fees. An application for membership requires the affirmative vote of a majority of the Board of Directors in order to be accepted. The Board of Directors shall determine the manner of suspension, termination or reinstatement of membership.

Any resolutions of the Board of Directors establishing procedures for the suspension, termination, or reinstatement of membership shall be attached to the Official Copy of these By-Laws maintained in the principal office of the Guild. Except as may hereinafter otherwise be provided, the Board of Directors shall also determine the rights, liabilities and other incidents of membership.

- B. The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion of a member, failure to pay dues, a significant change in the nature of the business or dissolution or liquidation of the Guild. However, see C 5 below.

C. Membership rules:

1. There shall be six categories of membership.
 - a. Business Member
 - b. Organizational Member
 - c. Individual Member
 - d. Associate Member
 - e. Lifetime Member
 - f. Non-Profit Member

2. Attributes of categories of membership (the Board of Directors may add other attributes of membership to those listed below):
 - a. Business Member. A business member must be licensed to do business in the City of Key West or in the County of Monroe up to the west end of the Seven Mile Bridge. A business member shall have the right to participate in all Guild activities, including voting and advertising. A Business Membership includes one vote, irrespective of whether the business has more than one employee.

 - b. Organizational Member. An organizational member must have its primary center of activity in Key West or in the County of Monroe up to the West end of the Seven Mile Bridge; however, it may become a member despite the fact that it is not required to obtain a business license from the City of Key West or the County of Monroe. An example of an organizational member would be the Greater Chamber of Commerce. An Organizational Membership shall have the right to participate in all Guild activities, including voting and advertising. An Organizational Membership includes one vote, irrespective of whether the organization has more than one employee.

 - c. Individual Member. An individual member must reside at least two months of the year in the City of Key West or in the County of Monroe up to the West end of the Seven Mile Bridge. An individual member shall have the right to participate in all Guild activities including voting, but can not participate in advertising benefits.

 - d. Associate Member. An associate member need not be licensed to do business in the City of Key West or in the County of Monroe up to the West end of the Seven Mile

Bridge. An Associate Member may not vote in Guild elections and may not be an Officer or Director-at-Large in the Guild.

- e. Lifetime Member. A lifetime member is awarded that status by the Board of Directors in recognition of a long period of service to the Key West Business Guild. There are no dues for a lifetime member, and they may vote and hold office under the Guild but can not participate in Guild advertising benefits.
 - f. Non-Profit Member. A Non-profit member must have its primary center of activity in Key West and must provide proof of its 501(c)(3) status. A Non-Profit Member shall have the right to participate in all Guild activities, including voting and advertising. A Non-Profit Membership includes one vote, irrespective of whether the non-profit has more than one employee.
3. An applicant for membership must join the Guild at the highest status for which eligible. A lifetime member may join as a business member but is not required to do so. A member who changes status during its year of membership must pay any additional dues resulting from its changed membership status. A member who fails to do so within 60 days of the change in membership status will no longer be in good standing (see 5 below).
 4. Each applicant must be sponsored by two members in good standing. Membership dues may be established by the Board of Directors from time to time in such categories and sub-categories as it may decide. Membership dues for one year are payable when first joining the Guild and are subsequently due on each yearly anniversary of membership, the due date. A notice shall be sent to each member sufficiently in advance of the anniversary date for the member to be able to remit the dues not later than the due date.
 5. Members shall be in good standing if all their dues, assessments, and other debts to the Guild are current. Members who have not paid their obligations within 90 days are no longer considered in good standing. A list of members who are 90 days past due will be presented to the board in order to determine appropriate action which could include, but is not limited to, board follow-up, extension of a grace period, or removal from the membership roster. No person may be an Officer or Director-at-Large or vote or participate in Guild functions or activities (except those open to the general public) unless he or she is a member in good standing.

ARTICLE V

Meetings

A. General Membership

1. The Annual Meeting of the Members of the Guild shall be held within the first 10 days of December each year at such place within the City of Key West as may be designated by the Board of Directors. At each Annual Meeting of the Members, the President shall

present an Annual report to the membership. Such report shall be filed with the records of the Guild and entered in the minutes of the proceedings of such Annual Meeting of the Members.

2. General Meetings of the Guild shall be held monthly at a time designated by the Board of Directors and at a place designated by the Board of Directors or its designee. Special Meetings of the Guild may be called at any time by the President or a majority of the Board of Directors or by the Members as permitted by Florida law. Notice of the time and place of meetings shall be given to Members prior to the meeting.
3. Any Special Meeting of the Members may be held at such place within the City of Key West as may be designated by the Board of Directors. In the event that the Board of Directors shall fail to fix such a place or time or in the event members are entitled to call or convene a Special Meeting in accordance with law, then in such event, such meetings shall be held at the principal office of the Guild.

B. Board of Directors

1. Meetings of the Board of Directors shall be held at least monthly, on such date and at such time and place as may be designated by the Board of Directors or its designee. One-half (50%) of the Board membership shall constitute a quorum. A member of the Board of Directors may attend a regularly scheduled monthly meeting by telephone when conference call facilities are available.
2. Should a Director be absent for more than 4 board meetings during a one year period, their seat will be vacated. However, the Director may appeal this decision by way of a letter explaining the circumstances which should be sent to the President and addressed to the Board. A vote will then be taken at the next scheduled Board of Directors Meeting to decide if the Director should be reinstated and to set the terms of that reinstatement.
3. Voting on any matter which comes before the Board of Directors for a vote may be accomplished by fax or email when such matter must be considered by the Board prior to the next scheduled Board of Directors Meeting. At the next scheduled Board of Directors meeting the matter voted upon shall be brought before the Board of Directors for ratification. The President of the Board of Directors shall determine when such a vote can be made.

C. Procedure

1. All meetings shall be presided over by the following officers in the order listed: President, Vice President, Secretary then Treasurer. If none of the foregoing is in office or present at meeting, the Director-at-Large who is senior in terms of continuous service on the Board of Directors shall preside.
2. The order of business at all Meetings of Members shall be determined by the presiding officer.

3. A quorum for a Meeting of Members consists of a majority of the largest number of Members in attendance at a meeting at any one time within the previous twelve-month period.
 4. All actions of a General Membership meeting shall be by a majority of the votes cast, provided that the number of affirmative votes cast shall be at least equal to a quorum.
 5. Whenever the vote of Members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken of 60% of the members entitled to vote at the time of the vote.
- D. The Board of Directors may cause to be issued certificates, cards or such instruments permitted by law evidencing membership in the Guild. Such membership certificate, card or other instrument shall be non-transferable and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards, or other instruments, if issued, shall bear the seal of the Guild or a facsimile thereof.

ARTICLE VI

Governing Structure

A. Board of Directors

1. General

- a. The Guild shall be managed by the Board of Directors. Each Director shall be at least eighteen years of age and shall be a member in good standing per the attributes previously described in Article C-2 throughout his or her term of office. No more than one-fourth of the Directors at any one time may be Individual Members. If, because of a change in the status of a Director from a Business Member or Organizational Member to an Individual member or the departure of a Business Member or Organizational as a Director, more than one fourth of the Directors are Individual Members, the Board of Directors may appoint sufficient additional Business Members or Organizational members as Directors to bring the fraction of Individual Members below one-fourth. If, because of Article VI.A 1.b the Board of Directors may not appoint additional Directors, or the Board chooses not to appoint additional Business or Organization Members, enough Directors who are Individual members must resign or become non-voting Directors to bring the fraction of Individual Members below one fourth. If not enough Individual member-Directors resign or volunteer to assume non-voting status, one or more Individual Member-Directors will be chosen by lot to become non-voting Directors.
- b. The Board of Directors shall consist of a minimum of 8 and a maximum of 16 Directors. The actual number of Directors shall be set by the current Board before the November General Membership Meeting each year. Each Director-at-Large shall be elected for a term of two years at the Annual Meeting, with approximately half of the

Directors rotating off in alternating years. A President, Vice President, Secretary, and Treasurer shall be elected for a term of one year at the Annual Meeting. The immediate Past President shall be invited to serve on the board in a non-voting capacity. The Past President is eligible to cast a vote on the board if appointed to fill an open Officer or Director-at-Large position or elected to fill an Officer or Director-at-Large position. If a vacancy arises the Board of Directors may either vote on a replacement at the following Board Meeting or, if no qualified candidate is available, the seat may remain open until a suitable candidate becomes available. The term of any director appointed under this authority shall expire on the same date as the Director being replaced. If a person is to be appointed by the Board of Directors to fill a vacancy or newly created directorship after nominations are closed at the end of the November Membership Meeting that position shall not be filled until the first Board of Directors Meeting after the Annual Meeting. Any person to be considered to fill any newly created directorships or vacancies shall comply with the requirements set forth in paragraph A.3.d of this Article VI shown below and shall be required to fulfill the duties as detailed in Article V11, F.

- c. Each Director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been duly elected and qualified, or until his or her prior resignation or removal as provided in this Article.
- d. Unless otherwise indicated in these By-Laws the term “Director” shall include “Officer”.
- e. Any or all of the Directors may be removed with or without cause by the vote of three-quarters of the Members of the Guild at a Regular Meeting or a Special Meeting of the Members called for such purpose. A quorum as defined in ARTICLE VC3 is required. Two weeks notice must be given to the membership of the intention to take such a vote.
- f. A Director may resign at any time by giving written notice to the President. Unless otherwise specified in the notice, the resignation will take effect upon the receipt thereof by the President. Acceptance of such resignation shall not be necessary to make it effective. The president may resign by giving written notice to the Vice President. The effective date shall be the same as that for other Directors.
- g. The Board of Directors may designate standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose. Such special committees may have such powers as the Board of Directors may lawfully delegate.
- h. No Director may receive remuneration for services rendered to the Guild, nor may any Director enter into any contract with the Guild with the hope or expectation of a profit. The act by a Director of submitting a bid on a proposed contract with the Guild shall act as a resignation of the respective Office or Directorship by the bidder.

This provision shall not apply to (1) a contract exclusively for the reimbursement of expenses incurred by a Director for the direct benefit of the Guild, provided that the incurring of those expenses was approved in advance by a vote of the Board of Directors, (2) the provision at Guild expense of insurance to protect the entire membership of the Board of Directors for liability for official acts (Directors' Liability Insurance), or (3) the hosting of an event such as a luncheon or party or an arms-length transaction provided that the Director concerned excuses himself or herself from voting on any matter concerning that event.

- i. In order to remain in office, a Director must be a member in good standing (see paragraph a. above). If, because of a change of employment or the sale of the business through which the Director derives membership, a Director is no longer a member in good standing of the Guild, that Director must become a member in good standing within 90 days. A Director can become a member in good standing by becoming an Individual Member (but see paragraph a. above), or by becoming a Business Member or an Organizational Member. While Directors must be members of the Guild, and many Directors' membership is derivative from a business by which they are employed, Directors are elected as individuals and do not lose their office because of a change in membership category or the business through which they derive membership.

2. Meetings

- a. No notice shall be required for Regular Meetings of the Board of Directors for which the time and place have been fixed. Special Meetings may be called by or at the direction of the President or by a majority of the Directors then in office.
- b. Written, oral or any other method of notice of the time and place shall be given for Special Meetings of the Board of Directors in sufficient time for convenient assembly. The notice of any Meeting need not specify the purpose of such meeting.
- c. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the Directors excluding the vacancy.
- d. Any action authorized by resolution, in writing, by a majority of the Directors and filed with the minutes of the Guild shall have the same force and effect as if the same had been passed by vote at a duly called meeting.

3. Elections

- a. The Annual election of officers and Directors-at-Large shall occur only if there are more nominees than the number of positions that are up for election. If the number of nominees is equal to or less than the number of positions that are up for election, the annual election shall not take place and the nominees available shall be seated as

members of the Board of Directors after a vote of the Board at the December Board of Directors meeting. Any nominee to be approved in this manner shall be required to attend the December Board of Directors meeting so that the Board may interview such nominee prior to its vote. If this paragraph does not apply to a specific annual election, because the number of nominees exceeds the number of Board positions that are up for election, then the following paragraphs b. through h. shall apply.

- b. The Board of Directors shall constitute the Nominating Committee and shall prepare complete slate of nominees, which shall be reported to the Members at the November Membership Meeting. The slate shall consist of one or more nominees for each Office and each Director-at-large position that is up for election.
- c. Additional nominations for Officers and Directors-at-Large may be made from the floor at the November General Membership Meeting. Nominations require a second. Two weeks prior to the November General Membership Meeting, notice shall be given to the Members stating that a slate of nominees will be reported to the Members at the November meeting and that the Nominating Committee will seek additional nominations from the floor at that meeting. Such notice may be given by e-mail or by United States Postal Service mailing. A complete list of all nominees along with the election procedures shall be mailed to each Member following the November General Membership Meeting and prior to the Annual Meeting.
- d. All nominees shall have submitted an application form approved by the Guild with a biography or curriculum vitae attached. All nominees shall have been previously informed by the Nomination Committee, or the sponsor, of the responsibilities and duties of the office for which they are being considered (see Article VII f.). All nominees must be notified that the Guild will conduct a background check prior to the election. All nominees shall be asked if they will accept the nomination and, if elected, be in a position to carry out Director responsibilities as listed in Article VII. F.
- e. Candidates for Officers and Directors-at-large will be offered an opportunity to speak and answer questions from Members at the time of nomination, at the November General Membership Meeting.
- f. For the election of Officers and Directors-at-Large , printed ballots listing all the nominees shall be used. Monitors and tellers shall be appointed by the President. Ballots shall be mailed out to Members at least two weeks prior to the Annual Meeting. Ballots must be returned by mail or by hand no later than close of business the day prior to the Annual Meeting. A plurality of the votes cast shall elect.
- g. A tie in the voting for any office shall be resolved by an immediate runoff vote by written ballot of the Members present at the Annual Meeting. Each membership shall have one vote.

- h. The newly elected Officers and Directors-at-Large shall take office at the close of the Annual Meeting.

B. Officers

1. The President shall be the Chief Executive Officer of the Guild. The Board of Directors shall have the responsibility for the general management of the affairs of the Guild and the President shall carry out its resolutions.
2. The Vice President shall perform such duties as may be prescribed by the Board of Directors or delegated by the President from time to time. The Vice President is responsible for supervising the Executive Director in his or her duties of supervising Guild employees and volunteers and the day to day administration of the office. During the absence or temporary disability of the President, the Vice President shall have all powers and functions of the President. In the event of the resignation or permanent disability of the President, the Vice President shall become President but has the option to decline to do so without having to vacate the Office as Vice President. In that event, the Board of Directors shall conduct a Special Election for President as soon as reasonably possible and the Vice President shall be Acting President until the new President is elected.
3. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the General Meetings. The Secretary shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Guild when they have been countersigned by the President. The Secretary shall have custody of the Seal of the Guild and shall affix and attest the same to documents when duly authorized by the Board of Directors and shall be the custodian of all books and records of the Guild.
4. The Treasurer shall have the care and custody of all the funds and securities of the Guild . The Treasurer shall be the *ex officio* chair of the Finance Committee and report to the Board of Directors from time to time on the financial status of the Guild. The Treasurer is responsible for ensuring all filing of taxes and that the submission of 990 forms are carried out within the time allowed as well as overseeing and interpreting financial reports and conducting tests as necessary.
5. Any Officer or the Executive Director may sign checks, drafts, notes and orders for the payment of money authorized within the Guild budget. The Board of Directors shall determine a dollar amount above which two signatures will be required on checks.

ARTICLE VII

Miscellaneous

- A. The Guild shall keep at the principal office of the Guild complete and correct records and books of account and shall maintain minutes of the proceedings of the General Membership

Meetings, the Board of Director Meetings as well as a list or record containing the names and addresses of all Members.

- B. The Corporate seal of the Guild shall be in such form as the Board of Directors from time to time shall prescribe.
- C. The fiscal year of the Guild shall be fixed by the Board of Directors from time to time, subject to applicable law.
- D. Amendments, additions or repeals of the By-Laws may be proposed by the Board of Directors or by a petition of 25% of the total number of Members in good standing at the time of the petition. All By-Laws of the Guild may be added, amended or repealed by a two-thirds vote of votes cast for such a purpose. The Board will determine whether the vote may be conducted by mail, internet, and/or at a Regular Meeting or a Special Meeting of the members called for such purpose. Two weeks notice must be given of the intention to take a vote on adding, amending or repealing any part of the By-Laws with the voting process clearly described including appropriate monitoring guidelines.
- E. At the end of the fiscal year, the Board of Directors shall appoint one or more persons to conduct an annual review of the Guild's books and records. That person or persons shall submit a financial report to the Board of Directors at the earliest practicable date after appointment but in no event later than three months after appointment.
- F. All Board of Directors are expected to serve the Guild in accordance with these By-Laws and to support the organization in working towards its goals and honoring the mission statement. Responsibilities of the Board of Directors include, but are not limited to, the following:
 - a. Directors should be prepared to contribute their time and other resources to the organization as well as contributing their expertise (e.g. marketing, legal advice, accounting etc).
 - b. In addition to attending the monthly Board of Directors Meetings, Directors should be prepared to serve on at least one committee and make an effort to attend Membership Luncheons and Guild sponsored events whenever possible.
 - c. Directors should assist in promoting the Guild and its work and should be active in recruiting new Members which is paramount to the success of the organization.
 - d. Directors are expected to refrain from acting out of self interest when working with the organization and asked to keep reports and discussions confidential, unless instructed otherwise by the Executive Committee or Executive Director.