

**BYLAWS OF
NEWBERRY CHAMBER OF COMMERCE, INC.**

**ARTICLE I
THE ORGANIZATION**

SECTION 1 (a) NAME. The name of the organization shall be Newberry-Jonesville Chamber of Commerce, Inc., hereinafter referred to as the "Chamber".

SECTION 1 (b) LOCATION. The general offices of the Chamber shall be located within the corporate limits of the City of Newberry, Alachua County, Florida.

SECTION 2. OBJECT. The object of the Chamber shall be to preserve, promote and improve the commercial, civic, and general welfare of the City of Newberry, Jonesville and surrounding areas through stimulation of economic growth and promotion of civic development.

SECTION 3 LIMITATIOINS. The Chamber shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Article 501 (C) (6) of the Internal Revenue Code.

**ARTICLE II
MEMBERSHIP**

SECTION 1. QUALIFICATION FOR MEMBERSHIP: Any individual, firm, association or corporation interested in the advancement of Newberry, Jonesville and surrounding areas, upon payment in full of the membership fee at the rate set forth in the membership dues schedule in effect at the time of application, shall be eligible for membership subject to the approval of the Board of Directors.

SECTION 2. CHARACTERISTICS OF MEMBERSHIP:

A. Each membership, whether acquired by an individual or assigned to a designated representative by a firm or corporation, shall be entitled to the same voting privilege unless otherwise specified by the Board of Directors.

B. The privilege of voting shall be entirely personal to the individual who is specifically listed upon the official records of the Chamber as the designed holder of a membership and there shall be no vote by proxy for any purpose.

C. Each membership in the Chamber shall be representative of the annual dues specified for individual membership by the Board of Directors from time to time.

D. Members shall be deemed to be in good standing entitled to all privileges of membership until they are removed from the membership roles of the Chamber by action of the Board of Directors.

E. Unless otherwise provided by the Board of Directors, each person holding a membership in the Chamber, whether acquired individually or as a designated representative of a firm or corporation, shall be entitled to be counted for the purpose of determining the existence of a quorum at any meeting of the general membership or any other membership meeting at which the determination of a quorum is appropriate.

SECTION 3. HONORARY MEMBERS. The Board of Directors, by majority vote, shall have the power to create such honorary ~~memberships~~ memberships, as it may deem appropriate. Honorary membership shall include all of the privileges of active membership, except that of holding office and voting rights, with exemption from payment of membership dues. An honorary membership may be revoked by the Board of Directors at any time.

SECTION 4. PAYMENT OF DUES. Dues may be paid annually ~~, or semi-annually.~~ Members admitted during the fiscal year shall pay the full annual membership fee if admitted prior to July 1, and shall pay one-half of the annual membership fee if admitted after June 30 and before September 30. Dues paid after September 30 will be the full yearly amount and applied to the next calendar year's membership.. If any member shall fail to pay membership dues within ninety days from the date on which they are payable, the Board of Directors shall drop such member upon resolution at any regular or special meeting.

SECTION 5. CONDUCT OF MEMBERS. Whenever any member shall violate any of the bylaws, rules, regulations, or standards of conduct set by the members of the Chamber, such member may be expelled by a vote of two-thirds of the Board of Directors upon refund of the unused portion of the dues of such member. Before expelling a member, the Board shall first notify such member of an intention to expel the member and shall specify the grounds on which the expulsion is based. Such member shall have an opportunity to be heard at a regular or special meeting of the Board of Directors, may be represented by counsel, and may present evidence in defense of the intended action of the Board of Directors.

SECTION 6. RESIGNATIONS. Any member may resign membership in the Chamber by submitting notice of intent to resign, in writing, to the President of the Chamber. Such a resignation shall be effective only

when accepted by the Board of Directors at the next regular or special meeting of said board following the submission of such resignation.

ARTICLE III
GOVERNMENTAL STRUCTURE

SECTION 1. BOARD OF DIRECTORS. The affairs of the Chamber shall be managed by the Board of Directors. The Board of Directors shall consist of not less than 6 or more than 15 persons elected by the general membership. Those members of the Board of Directors elected by the general membership shall serve a term of three years in such a manner that one-third of those members elected by the general membership shall be elected each year. The board of Directors may appoint ex-officio members to serve without voting privileges. Board vacancies occurring during the year shall be filled by the Board of Directors for the un-expired term of the position which has been vacated. Each board member shall be the representative of a single paid membership.

SECTION 2. OFFICERS.—— The Board of Directors shall elect a President, Vice President, ~~a~~ Treasurer, Secretary, and any such other officials or assistants as the Board of Directors may deem appropriate for the proper operation of the Chamber. The Board of Directors shall be confined to its own membership in the election of Officers and it may designate such duties as it considers to be appropriate for each such office. All vacancies in any office may be filled by the Board of Directors for the un-expired term of the office vacated. Each Officer shall serve for a term of one year, unless re-elected or until a successor is elected and qualified.

SECTION 3. NOMINATIONS. The President shall appoint a Nominating Committee at the September meeting of the Board of Directors. The Committee shall be composed of at least three and not more than five members including, among others, the Immediate Past President, one member who is not currently serving on the Board of Directors, and the President. The Nominating Committee shall be responsible for presenting nominees for election to the Board of Directors and nominees for election to the position of Officers of the Board, and the Chamber??.

All nominees for election as members of the Board of Directors and as Officers must be members of the Chamber in good standing for at least one year whether the said membership shall have been acquired individually or as a designated representative of a firm or corporation.

A. BOARD OF DIRECTORS. The Nominating Committee shall select as nominees a slate of candidates equal to the number of Directors whose

terms shall expire at the end of the current fiscal year. The nominating Committee's report shall be considered at the October meeting of the Board of Directors and, if approved, mailed or e-mailed to the general membership. The membership of the Chamber shall have the opportunity of additional names in nomination by presenting the President a petition of nomination signed by at least ten members of the Chamber. Such petition must be filed within ten (10) days of the date on which the Nominating Committee mailed/e-mailed -its report to the membership. If additional nominations are made from the general membership within the ten (10) day period, a second ballot bearing the names of all nominees will be issued to the membership for vote and the number of nominees with the highest number of votes equal to the number of Directors needed shall be declared elected. If no additional nominations are made by the general membership within the ten (10) day period, the slate proposed by the Board of Directors through the Nominating Committee will be considered elected by acclamation.

B. OFFICERS. After the election of members to the Board of Directors by the general membership and before the Annual Meeting of the membership, the Nominating Committee shall present for Board consideration a list of nominees consisting of one nominee for each office to be filled by action of the Board of Directors.

~~—All nominees for election as members of the Board of Directors and as Officers must be members of the Chamber in good standing for at least one year whether the said membership shall have been acquired individually or as a designated representative of a firm or corporation.~~

SECTION 4. EX-OFFICIO MEMBERS OF THE BOARD OF DIRECTORS. The Immediate Past President, when his or her term has expired, shall serve as an ex-officio member of the Board of Directors and Executive Committee with full Board privileges.

ARTICLE IV

DUTIES OF OFFICERS

SECTION 1. President. The President shall preside at all meetings of the Board of Directors, ~~Executive Committee,~~ and membership, and perform duties incident to the office. The President shall, subject to the approval of the Board of Directors, appoint all Committee Chairpersons and shall make annual and such other reports as the President may deem necessary, and shall in general fulfill all duties naturally falling upon the Chief Executive President of the organization. ????

SECTION 2 3. VICE President. The Vice President of the organization, if any, shall fulfill all duties prescribed by the Board of

Directors and in the absence of the President, the Vice President may be designated by the Board of Directors as acting head of the organization.

SECTION 3 5. SECRETARY. The Secretary of the Chamber shall be elected by the Board of Directors from the slate presented by the Nominating Committee. The Secretary of the Chamber shall bear the obligations and responsibilities normally imposed upon the Secretary of a non-profit corporation as provided by law. These responsibilities include but are not limited to recording of actions of the board as well as attendance. These minutes will become official by Board vote at the next meeting.

SECTION 4 6. TREASURER. The Treasurer shall: (a) be responsible for all funds and securities of the Chamber and oversee the procedures for receiving and depositing monies due and payable to the Chamber from any source whatsoever, and to see that all such monies are deposited in the name of the Chamber in such depositories as shall be selected by the Board of Directors; (b) prepare, or cause to be prepared, a true statement of the Chamber's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement will be kept available at the Chamber offices for a period of at least five years; (c) submit monthly to the Board of Directors ~~and the Executive Committee~~ a financial statement showing receipts and disbursements and the financial condition of the Chamber; (d) prepare or cause to be prepared in advance of the beginning of each fiscal year, a budget for the coming fiscal year to be approved by the Board of Directors; and (e) in general perform all of the duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors or by these bylaws.

SECTION 5 7. IMMEDIATE PAST President. The Immediate Past President shall perform such duties as may be prescribed from time to time by the Board of Directors and or the President.

ARTICLE V

MEETINGS

SECTION 1. BOARD OF DIRECTORS. Regular meetings of the Board of Directors shall be held monthly on a date designated by the Board. Special meetings of the Board may be called by the President on two days notice or in like manner by written request filed by a majority of the Board of Directors with the President. A majority of the Board of Directors shall constitute a quorum to transact business at any meeting, and a majority of the Directors present at a meeting where a quorum exists, except where the statutes provide otherwise, shall decide any question which may come before the meeting. Any Officer or Director absent from three (3) consecutive or 45 in a calendar year of Board Meetings shall be referred to the Board Executive Committee for possible

replacement by action of the Board of Directors. Attendance of prescheduled and prenotified Board related activities that conflict with Board meetings will not count as an absence. Notices of such conflicts must be made to an officer prior to the meeting.

Attendance for the duration of the board meeting is expected of all board members for at least 1 hour.

SECTION 2. GENERAL MEMBERSHIP. Annual Meetings of the Newberry Jonesville Chamber of Commerce, Inc. shall be held during the month of January on a date approved by the Board of Directors. Special meetings may be called by the President or by any Officer acting in the President's stead whenever in such Officer's opinion occasion may require or whenever such Officer may be requested to do so by one-third of the members in writing. A majority of the members shall constitute a quorum at such meetings without regard to whether such membership shall have been acquired as an individual or as a designated representative of a firm or corporation.

ARTICLE VI

POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall be responsible for the management of the business of the organization, and in addition to the powers and authority expressly conferred upon them by these bylaws, may exercise all such powers and do all such acts and things as may be exercised or done by the organization, subject nevertheless to the laws of the City, County, State and Federal Governments and of these bylaws, and to any regulations from time to time made by the members, provided no regulation so made shall invalidate any prior act of the Directors, which would have been valid if such regulation had not been made.

Without prejudice to the general powers conferred by the last preceding clause and the other powers conferred by these bylaws, it is hereby expressly decreed that the Board of Directors shall have the power:

(1) To purchase, hold, sell, lease, mortgage, pledge or otherwise dispose of all real and personal property belonging to the Chamber, to incur debts, borrow money, giving therefore notes of the Chamber signed by one or more officials duly authorized by the Board of Directors for that purpose, and enter into any contract of any kind furthering the purpose and objectives of the Chamber.

(2) To appoint, and at their discretion, remove or suspend such officers, including the President, permanently or temporarily as they may from time to time think fit, and to determine duties and fix them from time to time, change salaries and require bonding in such incidences and in such amounts as they think fit.

(3) To establish membership dues rates, schedules, or formulas.

ARTICLE VII

COMMITTEES

The President shall appoint such committee chairpersons as may be deemed necessary to implement the projects adopted by the Chamber. Committee chairpersons shall appoint members to the committee, and the committee chairpersons shall be responsible to the Board of Directors or such other person designated as the individual responsible for such committee. The chairperson of each committee, or the vice chairperson in the absence of the committee chairperson, shall appoint special sub-committees of the committee where deemed necessary to implement the work of the committee. A majority of the members of any committee shall constitute a quorum of any committee.

ARTICLE VIII

MISCELLANEOUS

SECTION 1. PARLIAMENTARY PROCEDURE. The proceedings of all meetings of the organization shall be governed and conducted according to the latest edition of Roberts Rules of Order and it is the responsibility of the secretary to see that they are followed.

SECTION 2. SEAL. The organization may use a seal of such design as may be adopted by the Board of Directors.

SECTION 3. INDEMNIFICATION. Any person who at any time serves or who has served as a director, officer, employee or agent of the Chamber, or in such capacity at the request of the Chamber for any other enterprise, shall have a right to be indemnified by the Chamber to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by such director, officer, employee or agent in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Chamber, seeking to hold such director, officer, employee or agent liable by reason of the fact that such director, officer, employee or agent is or was acting in such capacity, and (b) reasonable payments made by such director, officer, employee or agent in satisfaction of any judgment, money decree, fine, penalty or settlement for which such director, officer, employee or agent may have become liable in any such action, suit or proceedings. The Board of Directors of the Chamber shall take all such action as may be necessary and appropriate to authorize the Chamber to pay the indemnification required by this bylaw including without limitation, and to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due said claimant and giving notice to, and obtaining approval by, the members of the Chamber. Any person who at any time after the adoption of this bylaw serves or who has served in any of the aforesaid capacities for or on behalf of the Chamber shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such rights shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

SECTION 4. BONDING. The Board of Directors may by resolution require any officer, agent or employee of the Chamber to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of said officer, agent or employee's respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE IX

DISSOLUTION

The Chamber is and shall continue to be a non-profit corporation and shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure to, or be distributed to, the members of the organization. Upon dissolution of the organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XI

FINANCE

SECTION 1. FINANCE COMMITTEE. There shall be a standing Finance Committee consisting of the President and Treasurer of the Chamber. This Committee shall report directly to the Board of Directors and shall have the general responsibility of overseeing the financial books and records of the Chamber, the budget process, and all receipts and disbursements of the Chamber.

SECTION 2. FISCAL YEAR. The fiscal year of the Chamber of Commerce shall be from January 1 through December 31.

SECTION 3. DUES STRUCTURE. The membership dues shall be determined and fixed each year by the Board of Directors. The Board of Directors shall develop a structure for payment of dues that will produce revenue in a fair and equitable manner from the members reflected by the adopted budget. Payment of dues shall be in the manner fixed in ARTICLE II, SECTION 4.

SECTION 4. DISBURSEMENTS. No disbursements other than provided for in the budget shall be made without the prior approval and authorization of the Board of Directors. All such disbursements shall be made by credit card, debit card or check which shall be signed by the President or by the Treasurer or the person designated by the Board of Directors for that purpose. Upon approval of the budget, the President shall be authorized to make disbursements on account of expenditures provided for in the budget without any additional approval by the Board of Directors.

SECTION 5. AUDIT. The Board of Directors may by resolution direct that a public accountant or accounting firm be employed by the Board of Directors to audit the books of the Chamber at the end of the fiscal year.

SECTION 6a. BUDGET. At the beginning of each fiscal year, the finance committee shall submit a detailed budget of anticipated revenues and expenses to the ~~Executive Committee~~Board of Directors for review,

revision and approval, ~~after which it shall be presented to the Board of Directors for review, revision and approval.~~

SECTION 6b. Upon adoption of the annual budget, the Board of Directors is charged with the full responsibility to raise the necessary funds, as well as individually concern themselves with all matters of membership payment brought to their attention at any Board Meeting.

Adopted by the Board of Directors

~~10 April 2006~~
