

BY-LAWS

THE GREATER TEMPLE TERRACE CHAMBER OF COMMERCE, INC.

ARTICLE I - NAME

The name of this organization is the Greater Temple Terrace Chamber of Commerce, Inc. Its principal office shall be located within the corporate limits of the City of Temple Terrace, Florida.

ARTICLE II –OBJECTIVE

The purposes of the Greater Temple Terrace Chamber of Commerce, Inc. are to advance the civic, commercial, industrial, professional, financial and general interests of the City of Temple Terrace and its trade area.

ARTICLE III - LIMITATION OF METHODS

The Greater Temple Terrace Chamber of Commerce, Inc. shall be nonpartisan, and shall not participate in any local, county, state or federal election for any candidate's benefit.—The Chamber shall not endorse or promote any member's business to the exclusion of any other member's business. The Chamber shall observe all local and state laws, which apply to corporations not for profit organized under Chapter 617 Florida Statutes. The Chamber may support issues and shall not support any candidates.

ARTICLE IV - MEMBERSHIP

Section I. Application and Policy

Any prospective member that submits the current application, and meets the policies of membership established by the Board of the Chamber, at the time the application is submitted, and that pays annual dues, may be accepted into membership by the action of the Board.

Section 2. Classes of Membership

There shall be three (3) classes of members.

1. **General Members:** General membership shall be available to any business, independent contractor, organization or individual.
2. **Associate Members:** Any persons who are designated by any firm, association, partnership, or corporation having a regular membership, as an additional non-voting member. Non-voting associate membership shall also be available to the following:
 - A. A person who is not engaged in a gainful occupation;
 - B. Clergy
 - C. Governmental employees or officials;
 - D. Any other persons elected to such membership by the Board for special service to the Chamber.
 - E. Clubs or organizations without employees
3. **Honorary Members:** Honorary membership may be granted to any person deemed worthy of such distinction, upon the unanimous vote of the board members present at a regular meeting of the Board.

Section 3. Dues

1. **Amount and Time of Payment:** Amount and time of payment: The board shall establish the amount of dues. Dues shall be paid each year not later than the last day of the anniversary month of admission to membership.
2. **Past Due Accounts** Members who fail to pay dues within thirty (30) days of the due date shall be given a written reminder from the executive director. If after sixty (60) days the account is still not paid, the membership shall be forfeited until reinstated at the discretion of the board. In case of hardship, an alternative payment schedule may be approved by the Executive Director.

Section 4. Duration of Membership

1. **Resignation** Any member may resign by request to the Board. The acceptance of a resignation by the Board will not relieve the resigning member of any debt to the Chamber.

2. Expulsion: Any member may be expelled for cause, by a vote of three-quarters (3/4) of the members of the Board.

ARTICLE V - MEMBERSHIP MEETINGS

Section 1. Annual Meetings

The Chamber shall have an annual meeting on a date to be selected by the Board. Notice of the annual meeting shall be published in the current official publication of the Chamber, or mailed to the members of the Chamber no later than thirty (30) days prior to the annual meeting.

Section 2. Regular Meetings

The Board may provide for regular general membership meetings whenever it is considered by the majority of the members of the Board to be necessary or desirable.

Section 3. Special Meetings

The president may call a special meeting of the members of the Chamber and shall call one upon a petition signed by twenty-five percent (25%) of the regular members of the Chamber. In the case of a special meeting, the notice shall state the time, place and purpose thereof.

Section 4. Notice of Meetings

Written notice of any meeting, except the annual meeting, shall be made to each member entitled to vote at such a meeting, not less than fifteen (15) days prior to the date of such meeting.

Section 5. Quorum

Ten per cent (10%) of the regular members in good standing shall constitute a quorum for the transaction of business during a special or regular meeting.

Section 6. Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted on by the regular members present at a meeting, at which a quorum is present, shall be necessary for the passage of a proposal or motion.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of the corporation shall be directed by its Board of Directors (Board). The Board shall consist of fifteen (15) elected members, at least one-third (1/3) of whom shall be elected annually by and from persons who are regular members, for a term of three (3) years.

Section 1. Vacancies

Any vacancy occurring on the Board shall be filled by the affirmative vote of the majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 2. Absenteeism

Directors who are absent for cumulatively four (4) regular meetings of the Board in any twelve (12) month period of his/her term, shall be notified by the President that he/she has vacated his/her seat on the Board.

Section 3. Meetings

The Board shall meet at a time and place of its own selection, not less frequently than once each calendar month.

Section 4. Special Meetings

Special meetings of the Board may be called by, or at the request of the President, or any three (3) directors.

Section 5. Notice

Notice of any special meeting of the Board shall be given to each director at least one (1) day in advance. Such notice shall include the nature of the business to be transacted.

Section 6. Quorum

A majority of the Board shall constitute a quorum.

Section 7. Compensation

Directors shall not receive compensation for their services as directors.

Section 8. Executive Committee

The executive committee shall consist of the officers of the chamber and may assume all powers of the board for emergency purposes during the intervals between meetings of the board.

Section 9. Resignation

Any director may resign at any time by giving written notice of such resignation to the Board.

ARTICLE VII - ELECTION OF DIRECTORS

Section 1. Election

The Board of Directors shall be elected by ballot of the general members no later than sixty (60) days prior to the installation of officers.

Section 2. Nominating Committee

A nominating committee of the President-Elect and not less than three (3) members

shall be appointed by the President, whose duty it shall be to nominate from the general members of the Chamber. The list of nominees shall be reported to the general membership. All nominees must have expressed a willingness to serve.

The nominating committee will present a slate of officers to the Board for approval.

Section 3. List of Nominees

The Executive Director shall mail to all regular members of the Chamber, at least ten (10) days prior to the election of the directors, a list of the nominees.

Section 4. Manner of Voting

All voting shall be by ballot, mailed or delivered in person to the polling place, which shall be the Chamber of Commerce office. The number of nominees corresponding with the number to be elected who receive the highest number of votes shall be declared elected. The Board shall break any tie or ties among said nominees by secret ballot at the time of the election.

Section 5. Supervision of Election

The President shall appoint and submit to the Board for approval a committee of three (3) judges who are not candidates for election, as such, to have supervision of the election, and such committee shall serve until the result has been ascertained.

Section 6. Term

Directors shall begin their term on the following September 1st. They shall serve until August 31st of the third calendar year thereafter, or until the beginning of the term of their successors in office, whichever is longer. A General member may be nominated for election to the Board for two (2) consecutive three (3) year terms after which a one (1) year waiting period is in effect.

ARTICLE VIII - OFFICERS

Beginning in year 2007, and continuing each year thereafter, the President-elect for the following year shall be determined as follows:

No later than 90 (ninety) days prior to installation of the then presiding President-elect as President, the then presiding President-elect shall nominate two (2) candidates for the position of the successor President-elect (each of which who must have at least one (1) year prior experience as a Board member before taking the office of President), and notify the Executive Director and the President of his/her choices for successor. At the next regular Board meeting, the President shall announce the nominees and open the floor for additional nominations. The Board will then vote from the list of nominees. The nominee receiving the majority of the votes shall become the successor President-elect. In the event of a deadlock in the voting among all Directors, the votes cast by the Vice-President for membership, Vice-President for programs, Vice-President for projects, treasurer, and secretary shall be tallied, and the nominee receiving the majority of those votes shall become the successor President-elect.

All officers shall be members of the Board, or directors-elect, except the president, who may be an ex-officio member of the Board. The Board may employ an Executive Director on such terms and conditions as it may determine. However, the Executive Director shall not be an officer of the corporation.

No later than thirty (30) days prior to installation, the Board, and the directors-elect shall elect the following officers for a one-year term: (1) a Vice-President for membership; (2) a Vice-President for programs; (3) a Vice-President for projects; (4) a treasurer; and (5) a secretary.

Section 1. President

The President shall preside at all meetings of the Chamber and of the Board, and shall perform all duties incident to the office. The President shall appoint all committees and shall be an ex-officio member of all committees. The President shall, at the annual meeting of the Chamber, and at such other times as the President may deem proper, commend to the membership of the Board such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.

In the event the immediate past president is not elected to the Board, that officer shall serve as an ex-officio of the Board, but shall not have the right to vote at meetings of the Board.

Section 2. President-Elect

The President-Elect shall act in the absence of the president, and shall chair the

President's Roundtable. In the event the President-elect is not re-elected to the Board, that officer shall continue to serve as President of the Chamber for the ensuing year, but shall not have the right to vote at meetings of the board except in the event of a tie vote, to create a tie vote or by ballot.

Section 3. Vice President-Projects

The Vice President-Projects shall work with the President and other officers to plan, manage, and supervise all projects of the Chamber.

Section 4. Vice President-Programs

The Vice President-Programs shall work with the other officers to plan, manage, and present all programs for the meetings of the members of the Chamber.

Section 5. Vice President-Membership

The Vice President-Membership shall work with the other officers to recruit new members for the Chamber.

Section 6. Treasurer

The Treasurer shall be custodian for all funds of the Chamber and, under the direction of the Board, shall oversee deposits, investments and disbursements of same. All monies paid into the Chamber shall be placed in a general fund unless designated for some specific purpose, in which event; certain monies may be placed in special funds.

Section 7. Secretary

The Secretary shall perform such duties as may be established by the Board to include but not limited to maintaining official documents of the Board including by-laws, correspondence, taking, signing and reporting minutes of Board meetings and maintaining all lists of standing and ad hoc committees.

Section 8. Executive-Director

If an executive-director is employed by the Board, it shall be the duty of the executive-director to prepare all official correspondence, preserve all books, documents and communications, keep books of account, and to maintain an accurate record of the proceedings of the Chamber. Such person shall be an ex-officio member of all committees, except the nominating committee. Such person shall submit a financial statement, and submit a state of the chamber report to the board annually.

Section 9. Term

Officers shall begin their term on the following September 1st. The officers shall serve until August 31st of the calendar year, or until the beginning of the term of their successor in office, whichever is longer.

ARTICLE IX - COMMITTEES

Section 1. Powers and Duties

The Board shall authorize and define the powers and duties of all committees, except as otherwise provided in the by-laws.

Section 2. Appointment/Operation

The President shall appoint all committee chairs. At committee meetings, a majority of the members of the committee shall constitute a quorum. No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on any question of policy, or on matters of general public interest, without having first received the approval of the Board or of the membership. Special committees shall be discharged by the President when their work has been completed and their reports accepted or, when in the opinion of the Board, it is deemed wise to discontinue the committee.

Section 3. Finance Committee

The finance committee shall consist of the Treasurer, President and President-Elect of the Board. The finance committee shall receive and consider, before the beginning of the fiscal year, estimates of expenditures for the ensuing year as prepared and filed with it by the officers and standing committees of the Chamber; and submit to the Board a recommendation for a budget apportioning the funds of the Chamber, which recommendations may be approved, amended or rejected by the Board; shall review all income of the Chamber and shall make plans for securing revenue to meet the approved budget. All recommendations for expenditures outside the budget shall be submitted to the Board for approval.

Section 4. Audit Committee

There shall be an auditing committee to audit the books and records at the end of the fiscal year. The committee shall report their findings to the Board. The audit committee shall be appointed by the President and shall not have any member who is a current Board member.

ARTICLE X - DISBURSEMENTS

Upon approval of the budget, the executive director may be authorized to make disbursements on account of expenses provided for in the budget, without the additional approval of the Board. No disbursements of funds, other than operating expenses of the Chamber, shall be made unless the same have been approved, authorized and ordered by the finance committee.

ARTICLE XI - FISCAL YEAR

The fiscal year shall begin on the 1st day of September of each calendar year, and end on the 31st day of August of the next calendar year.

ARTICLE XII - PARLIAMENTARY PROCEDURE

The proceedings of the Chamber meetings shall be governed and conducted as according to the latest edition of the Robert's Rules of Order.

ARTICLE XIII - VOTING

General members of the chamber may vote for directors and other matters submitted to the membership for a vote. No other class of members shall be entitled to vote.

ARTICLE XIV - AMENDMENT

These by-laws may be repealed or amended, or new by-laws may be adopted by the action of two-thirds (2/3) of the members of the Board. Copies of such revised or amended by-laws shall be given to any member upon request.

ARTICLE XV - RECORDS

The Chamber shall maintain correct and proper books and records and shall keep minutes of all the meetings of the members and the Board at the office of the Chamber. All such records may be inspected by any Director, member, or the agent or attorney of either, at reasonable times.

ARTICLE XVI

These by-laws are intended to be gender neutral. In the event that language is utilized here in which may not be gender neutral, it is presumed to be the result of scribes error, and the word in question shall be read as gender neutral.