

BY-LAWS
of the
MICANOPY AREA CHAMBER OF COMMERCE

ARTICLE I: MEMBERSHIP

- Section 1:** Any person, corporation, partnership, association or estate may apply for membership in the Micanopy Area Chamber of Commerce, Inc. These entities shall have the status of voting members. Memberships are not transferable or assignable.
- Section 2:** Each Membership is entitled to one vote.
- Section 3:** The membership fee shall be set and determined by a three-fourths vote of the Board of Directors. Membership fees are payable between the first day of January and the first day of February of each year. The membership fee for a given year shall run from January 1st through December 31st of that year. After February 1st the membership fee shall be prorated each month thereafter for new members. Any member who has failed to pay annual dues by February 1st of the year in question shall automatically be dropped from membership in the Micanopy Area Chamber of Commerce.
- Section 4:** New members shall be approved by the Board of Directors in any regular meeting. A majority of the Board of Directors shall be necessary to admit a new member.
- Section 5:** Any member may be expelled for conduct injurious to the Micanopy Area Chamber of Commerce, after notice and opportunity of hearing before the Board of Directors. Any member expelled by the Directors may appeal to a meeting of the entire membership as final arbitrator of the members' status. Any member appealing expulsion by the Board of Directors must do so within ten days after receiving notice of expulsion by the Directors.
- Section 6:** Any person, corporation, partnership, association or estate that attempts to reenter the Chamber after failing to leave in good standing can do so by bringing membership dues current.

ARTICLE II: DIRECTORS

- Section 1: The business of the organization shall be managed and its corporate powers exercised by the Board of Directors.
- Section 2: The organization shall have five (5) Directors, of which two shall be the President and Vice President. The immediate past President shall serve as a member of the Board of Directors for one year.
- The Officers of the organization shall be the President, Vice President, Secretary and Treasurer (4)
- Section 3: Each Director shall be a voting member of the Micanopy Area Chamber of Commerce before election as a Director.
- Section 4: The Directors shall be chosen at the annual January meeting of the Micanopy Area Chamber of Commerce, by a plurality of the votes cast at such election, and shall hold a Board position for a two year term . For the first election year, three Directors shall be elected for a two year term and two for one year, to allow fo continued staggered terms.
- The President shall appoint a nominating committee of three voting members. They shall select and make known at least thirty days before the annual January meeting of the members of the organization, at least one name for each vacant position as nominees for the office of Directors of the organization. The Secretary shall mail, within fifteen days, this list of nominees to every member of the organization. Prior to the annual January meeting, each member shall have the opportunity to nominate additional nominees.
- At the annual membership meeting, the nominees receiving the largest number of votes shall be declared Directors for the ensuing two years. In case of a tie vote, additional ballots shall be taken until the contestants are elected. A majority of the members of the organization present at the annual meeting shall constitute a quorum of the meeting and therefore, be empowered to elect the Directors as described above. Voting members of the organization may also cast their vote by a proxy vote.
- The supervision of the election, including the counting of the ballots, shall be in the hands of the previously appointed nominating Committee named by the President.
- Section 5: Vacancies on the Board of Directors resulting from any cause, other than described in Article II, Section 4 above, shall be filled by a majority vote of the Board of Directors. Directors elected in this manner shall serve until the expiration of the term that the vacating Director was chosen to fill.

Section 6: Absence without communication for three consecutive meetings by any Director shall be construed as a resignation from the Board by the absentee member.

ARTICLE III: OFFICERS

Section 1: Within seven days of their election, the Directors shall meet and choose from their own number, by ballot, a Vice President who shall serve as President the following year. The current President shall step down to serve as Past President. The current Vice President shall become President the following year.

The Directors shall have the power to hire, fire or appoint office personnel and other assistance as may be necessary. The Directors also may determine salaries, benefits and other employment considerations, as they deem necessary. The Board of Directors shall appoint a Secretary and Treasurer.

Section 2: The President shall be the Chief Executive officer of the organization, shall have general and active management of the business and affairs of the organization subject to the directions of the Board of Directors, and shall preside at all meetings of the general membership and the Board of Directors.

Section 3: The Board of Directors shall be responsible for all corporate funds and financial records.

Section 4: The Vice President shall assume the President's duties in the President's absence.

Section 5: The Secretary shall have custody of, and maintain, all of the corporate records except financial records, shall record the minutes of all the meetings of the members and Board of Directors, send out notice of meetings, and perform such other duties as may be prescribed by the Board of Directors or President.

Section 6: The Treasurer shall have custody of all corporate funds and financial records and perform such duties as may be prescribed by the Board of Directors or President.

Section 7: The offices of the Secretary and Treasurer, at the discretion of the Board of Directors, may be held by a single individual.

ARTICLE IV: COMMITTEES

Section 1: The Board of Directors shall authorize, empower and define the duties of all committees. The President shall appoint the Chairperson of each committee with the advice and consent of the Board of Directors. Each Chairperson may then enlist the help of additional members and non-members to get the committee objectives met. A majority of the members of the committee shall constitute a quorum for the meeting purposes.

ARTICLE V: MEETINGS

Section 1: The Annual Meeting of the members of this organization shall be held in the month of January. The Board of Directors, by a majority vote, may select any other time that will be more convenient for the membership or more suitable for such a meeting.

Section 2: The organization shall hold monthly business meetings on the first Monday of each month. A quorum shall consist of either ten percent of the general membership or three members of the Board of Directors attending said meeting.

Section 3: The Board of Directors shall hold regular meetings on the first Monday of each month. General membership and visitors wishing to attend the Board of Directors meetings shall be afforded agenda recognition as requested in advance to the Chamber of Commerce President for said Board of Directors meeting. Notification may be either verbal or written.

Section 4: The President may call a special meeting of the Board of Directors at any time, provided an attempt is made to notify every member of the Board of said meeting within a reasonable amount of time for attendance. Notification may be either verbal or written. A quorum at such special meeting shall consist of at least three Board members.

ARTICLE VI: FUNDS

Section 1: All monies received by the organization shall be deposited to the credit of the organization in such bank or financial institution as may be designated by resolution of the Board of Directors. Funds may be expended only on the signed authority of the Treasurer and one other designated Board member. The Treasurer will provide a monthly financial up-date at the Board of Directors meeting.

Section 2: The Fiscal Year shall begin January 1 and end December 31 of each year.

Section 3: At the end of each fiscal year the Board of Directors will engage the services of a outside CPA to conduct a yearly audit of the books and records of the organization. The CPA shall not be a current member of the Micanopy Area Chamber of Commerce.

ARTICLE VII: AMENDMENT OF THE BY-LAWS

Section 1: These By-laws may be amended by a two-thirds vote of the voting members in attendance at any regular meeting of the membership or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting at which they are to be considered.

Section 2: Due notice by mail of the meeting at which such amendments are to be considered must be given to every member at least five days prior to the time of the meeting.

ARTICLE VIII: RULES

Section 1: Robert's Rules of Order shall be the final source of authority for all questions on parliamentary procedure when such rules are not inconsistent with the By-laws of the organization.

ARTICLE IX: ENACTMENT

Section 1: These By-laws shall be effective immediately following their adoption by the majority vote of the members of the Micanopy Area Chamber of Commerce, and when passed shall supersede all previous By-laws and amendments thereto which are hereby nullified.

ARTICLE X: DISSOLUTION

Section 1: In the event of dissolution of the organization, the assets shall be distributed proportionately to the membership of the organization.