

# Valrico Fishhawk Chamber of Commerce By Laws

## Article I

### *General*

#### **Section 1: Name**

This organization is incorporated under the laws of the State of Florida and shall be known as the Valrico Fishhawk Chamber of Commerce, incorporated.

#### **Section 2: Purpose**

The Valrico Fishhawk Chamber of Commerce is organized to achieve the objectives of:

- Preserving the competitive enterprise system of business by:
  - o Creating a better understanding and appreciation of the importance of business people and a concern for their problems.
  - o Educating the business community and representing them in city, county, state, national legislative, and political affairs.
  - o Preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise.
- Promote business and community growth and development by:
  - o Promote economic programs designed to strengthen and expand the income potential of all business within the trade area.
  - o Promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community.
  - o Discovering and correcting abuses which prevent the promotion of business expansion and community growth.

#### **Section 3: Area**

The Valrico Fishhawk area shall mean to include the communities of Eastern Hillsborough County including but not necessarily limited to Valrico, Fishhawk Ranch, Lithia, Plant City, Riverview, Dover, and Bloomingdale. Any other area geographically significant may also be included at the discretion of the board of directors.

#### **Section 4: Limitation of Methods**

The Valrico Fishhawk Chamber of Commerce shall observe all local, state, and federal laws which apply to a non-profit organization as defined in section 501c(3) 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 membership. If an individual working as a marketing representative for more than one business may attend any chamber event no more than two (2) times total, not per business, before membership encouragement is to take place by an ambassador or board member.

## **Section 2: Termination**

Members may have their membership terminated and/or be expelled from membership by: - voluntary written notice made by the member, at any time.

- 90 days after renewal notice has been emailed to the member or 60 days passed anniversary date, whichever is later, if dues have not been paid.

## **Section 3: Voting**

In proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one vote.

## **Section 4: Exercise of Privileges**

Any firm, association, corporate, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privilege of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

## **Section 5: Orientation**

After November voting and December appointments, orientation on the purposes and activities of this organization shall be conducted for all new officers, board members, directors, committee chairmen, committees and any members who wish to attend.

## **Section 6: Complimentary Membership**

Complimentary members shall have all the privileges of standard members except the right to vote, and shall be exempt from payment of dues. At the time of renewal, the board of directors shall confer or revoke complimentary membership by a majority vote.

## **Section 7: Community Members**

Any person who resides in the communities served by the Valrico Fishhawk Chamber of Commerce may join the chamber regardless as to whether they own or operate a business. These community members shall be charged dues equal to standard members.

## **Section 8: Non-Profit Members**

Any non-profit 501©(3) organization that provides charitable services may join the chamber. Membership dues may be adjusted as needed on an annual basis based on the majority vote from the board of directors.

## **Section 9: Social Media**

Misuse of Social Media: under no circumstance shall any member use social media to slander, libel, or use any other negative speech pertaining to or about the Chamber and/or members. To do so will result in immediate termination of membership and possible legal ramifications.

Uses: Social media such as Facebook, Instagram, Twitter, websites, emails, etc., shall be used to inform all members about upcoming events and to advertise Chamber and Member events to the public. It shall also be used for membership and membership purposes.

Maintenance: The maintenance and monitoring of such social media shall be maintained by the Administrative Assistant, Chairman of the Board and/or the President.

## **Article III**

### ***Meetings***

#### **Section 1: Annual Meeting**

The annual meeting of the corporation, in compliance with state law, shall be held during December of each year. The time and place shall be fixed by the board of directors and notice thereof e-mailed to each member and posted on the organization's website at least ten (10) days before said meeting.

#### **Section 2: Additional meetings**

General meetings of the chamber may be called by the chairman of the board at any time, or upon petition in writing of thirty-five percent of members in good standing. Notice of general meetings shall be provided seven days in advance. Committee meetings may be called at any time by the chairmen of the board, and/or the committee's chairman.

#### **Section 3: Quorums**

At any duly called general meetings of the chamber, thirty-five percent (35%) of members in good standing shall constitute a quorum for voting purposes.

At a board meeting, a majority of the board of directors are required to be present in order to constitute a quorum.

At committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum, regardless of committee size.

#### **Section 4: Notices, Agendas, Minutes**

**Notices:** the board of directors shall be responsible for providing any and all notices to members and/or other board members, officers, committee chairs/members, and any other entity or person who requires any manner of notice.

**Agendas:** for the purposes of general board meetings, and the annual meeting, the chairman of the board of directors, is responsible for ensuring all necessary parties have an agenda for the proceeding to be conducted. The chairman may delegate this duty to any other board member as (s)he sees fit, and who accepts the duty. For the purposes of chamber events, public events, committee meetings, or any other non-board of directors gathering where an agenda is appropriate, the president is responsible for ensuring all necessary parties have an agenda for the proceeding to be conducted. The president may delegate this duty to any board member, other officer or committee chairman as he or she sees fit and who accepts the duty.

**Minutes:** the secretary is responsible for preparing and keeping the minutes of any and all board meeting, of any and all annual meetings, of any and all regulated events, wherein voting occurs, and any of all committee meetings. The secretary may delegate this duty to any board member or other officer as s(he) sees fit and who accepts the duty.

## **Article IV**

### ***Board of Directors***

#### **Section 1: Composition of the Board**

The **Board of Directors** shall be composed of a minimum of 5 members, and have a maximum of 15, regardless of Chamber Membership size, and not including officers whom shall be elected annually to serve for three years or until their successors are elected and have qualified. Up to two additional directors may be appointed to the board. Any board member appointed outside of the normal election process to increase the number of serving board members may only serve a maximum term of one year, or one that takes him or her to the next election cycle, whichever is shorter, after which that person must step down or be voted into a full three year term. The number of directors shall equal 5% of the membership rounded to the nearest 50, to be calculated at the October Board Meeting, prior to the Nominating Committee commencing its duties.

#### **Section 2: Selection and Election of Directors**

**Nominating Committee:** The Nominating Committee shall have a total of three members including the chairman of the committee. At the regular September Board meeting, the Board of Directors shall select three valid, current Chamber members to serve on the committee by simple majority agreement. The Chairman shall select one of the three committee members to serve as the Nominating Committee Chairman. Any ambassador who makes his/her intention to the Board clear that (s)he is not to be included on the upcoming ballot, shall be given first consideration by the board to be a member of the nominating committee. If there is no interest among the ambassadors not running for board seats to serve on this committee, any valid current Chamber member may serve.

The Nominating Committee Chairman shall be charged with the responsibility of notifying the general membership of upcoming Board vacancies, inviting submissions of eligible candidates and preparing a slate of at least enough names to fill the vacancies of retiring elected officers and directors.

**Nominations by Petitions:** Names of candidates for directors shall be nominated by petition bearing the genuine signatures of at least five valid members of the chamber. Such petitions shall be filed with the Nominating Committee through its chairman during the time between the September and October board meetings. The determination of the Nominating Committee as to the legitimacy of the petitions(s) shall be final.

**Presentation of Board Candidates:** Prior to the Board meeting in October, the Nominating Committee shall present to the President a slate of candidates to serve one year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served three consecutive years is eligible for election for a fourth year. A period of one year must elapse before eligibility is restored.

**Publicity of Nominations:** Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by email of the names of the persons nominated as candidates for directors.

**Determination:** After the designated petition period has elapsed, the nominations shall be closed and the nominated slate of candidates shall be declared valid by the Board of Directors at the regular September board meeting.

The names of all the candidates shall be arranged on a ballot in alphabetical order with qualifications and experience. Instructions on the ballot shall be to cast votes for the number of vacancies to be filled by the current election (i.e. if there are 5 vacancies, and 8 candidates, then each member may select up to 5 candidates on the ballot). The President shall deliver this ballot by email to all current valid members at least 15 days before the regular September Board meeting.

The ballots shall be marked by the voting members in accordance with the instructions printed on the ballot and returned to the chamber office or scanned and emailed to the Nominating Committee chairman within ten days. The Board of Directors shall declare the winning candidates at the October Board meeting, after receiving a tally of the votes from the Judges.

### **Section 3: Seating of New Directors**

All newly elected board members shall attend the November board meeting as observers. This shall be a part of the orientation provided to new board members. All newly-elected and appointed Board members shall be seated at the regular December Board meeting and shall be participating members thereafter.

### **Section 4: Vacancies**

A member of the Board of Directors who shall be absent from three consecutive regular meetings of the Board of Directors or a total of 4 in a calendar year shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among officers, shall be filled by the Board of Directors by a majority vote. Any Director nominated and confirmed to fill a vacancy wherein less than half of the normal term remains is not barred from serving on the Board of Directors for an additional three full consecutive years unless said appointed Director served on the Board in the previous (two) year (s), in which case he or she may only serve one or two additional years, depending on the length of prior board service.

### **Section 5: Approved Committees and Divisions**

The Board of Directors shall at all times keep with the bylaws an electronic list of approved permanent committees and divisions. This list shall be stored by the Chamber in its main office and on its website. Kept with this list shall be the current chairperson and a description of the goals of the committee or division, and the scope of the committee or division's allowable action. Ad hoc committees formed for specific purposes, as covered in Section 1, do not need to be included on this list, but shall not exist longer than 30 days from formation without formal board approval of extension. Additionally, ad hoc committees shall only be formed to accomplish a specific limited task, and the Chairman of the Board shall make known to the full board prior to the next board meeting the existence of the ad hoc committee, including its goal, and scope. The Chairman shall serve as head of the ad hoc committee and be responsible for the actions of the ad hoc committee. Any action taken by an ad hoc committee prior to the Board of Directors being notified of the above factors is considered null and void. Any actions taken by an ad hoc committee become the sole actions of the Chairman of the Board.

This list of permanent Committees and Divisions and the goal, and scope documentation may only be amended/created/destroyed by a majority vote of the Board of Directors. The Committee and Divisions list, and its additional goal, and scope documentation may be updated directly by any approved staff member of the Chamber, but only upon direction by the board after a vote to amend. In the interest of

efficiency, old copies of prior Committee and Divisions list, and the additional goal, and scope documentation, do NOT need to be kept separately from the current list either in print or electronically.

Any time the Committee and Divisions list, and/or its additional goal, and scope documentation is updated, the entire current Board must be provided with a copy of the updated file for their records. This delivery may be accomplished via email.

Prior to the December Board of Directors meeting, all new incoming Board members shall be provided with the Committee and Divisions list by the current year officer who holds the position of Secretary.

### **Section 6: Policy**

The board of directors is responsible for establishing procedure and formulating the policies of the organization

### **Section 7: Management**

The board of directors may employ an administrative assistant and shall fix the salary and other considerations of employment.

### **Section 8: Indemnification**

The chamber may, by resolution of the board of directors, provide for indemnification by the chamber of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## **Article V**

### ***Officers***

#### **Section 1: Determination of Officers**

The board of directors at its regular December meeting shall reorganize for the coming year. The board of directors shall nominate new officers each year. At this meeting, the board shall elect the chairman of the board, president, vice-president, secretary, and treasurer. The board shall nominate a party interested in the officer position. If more than one nomination occurs, a vote shall be made at the meeting, and the candidate with the most votes shall win the position.

Upon selection and confirmation by either agreement or a majority vote of the board of directors, officers shall transition into new positions, training with outgoing position members and on January 1 of the new year assume the full duties and serve for a term of one year or until their successors assume the duties of office.

If the board is in agreement, and with the agreement of the party in question, the president and vice president from the preceding term may continue their service for up to a maximum of one additional term. The board shall approve any hold over in these two officer positions with a simple majority agreement.

If the board is in agreement, and with the agreement of the party in question, the secretary and the treasurer from the preceding term may continue their service for up to a maximum of three additional terms. The board shall approve any hold over in these two officer positions with a simple majority agreement.

The four above name officers, with the exception of the treasurer, shall be voting members of the board of directors, regardless of whether they are elected or appointed members of the board of directors. Only the chairman of the board and president officer position must be held by an elected board member. All other officer positions may be held by board members, or by appointed non-board members.

## **Section 2: Duties of Officers**

The officers shall perform the following duties and all other duties as assigned by the Board of Directors of the Chamber.

Chairman of the Board: the Chairman of the Board shall be an elected board member. The Chairman shall serve as the chief elected officer of the chamber of commerce and shall preside at all the meetings of the board of directors and executive committee.

Subject to board approval, the Chairman of the Board shall select the chairman of all chamber committees.

Duties and responsibilities of the Chairman of the Board:

- Ensure the board is operating as legally required.
- Develop the quarterly executive committee meeting agenda for each quarter's EC meeting at least two weeks prior to meeting and communicate agenda to EC members one week prior to the meeting.
- Communicate to entire board the necessary information and decisions from the EC meeting via email within one business day of the EC meeting.
- Develop the monthly meeting agenda for each month's board meeting at least 48 hours prior to meeting.
- Send email to each board member asking for updates and topics for possible discussion one week prior to monthly board meeting.
- Conduct monthly board meeting.
- Send out mass emailed communications to chamber members.
- Monitor social media posts and send out mass posts to chamber members on all social media platforms.
- Co-supervise Administrative Assistant role.

President: the president shall be the chief administrative director. The president shall preside at all meetings of the membership, and any and all other events of the chamber. The president shall have under his/her immediate jurisdiction all committees pertaining to their general duties.

The president shall be a member of the board of directors and the executive committee. The president shall be responsible for hiring, discharging, directing and supervising any and all paid employees of the chamber, should there currently be any such employees. Recruitment and releasing of any employee must be documented and have majority board approval.

With the budget committee, the president shall be responsible for all expenditures within approved budget allocations.

The president may delegate these duties as necessary.

Duties and responsibilities of the President:

- Ensure new members are entered into Chamber Master appropriately and membership dues are properly collected.
- Inform the Chairman of the Board, Administrative Assistant and Ambassador Chair of new member enrollment.
- Provide monthly report of membership updates at monthly Board meeting.
- Greet members and guests at the door for monthly general assembly meetings.
- Serve as communities/regional spokesperson or assign vice-president for this role
- Co-supervise Administrative Assistant role.
- Ensure signature authority of board members.

Vice President: the vice-president shall act under the direction and support of the president performing various duties and oversight as requested, and acting in the stead of the president, if the president is unable and/or unwilling to perform his/her duties. In the event that the presidency becomes vacant, the vice president shall temporarily assume the role of the president until such time as the board nominates a successor president . The vice-president is eligible to be nominated by the board as the successor president.

Duties and responsibilities of the Vice-President:

- Assume duties of President in the absence of the President.
- Present a “Board Minute” during the monthly General Assembly meeting.
- Working with President on membership retention
- Obtain and maintain corporate sponsorship activity
- Greet members/guests at monthly General Assembly meetings.
- Serve on a committee created by the Board of Directors.

Secretary: the secretary, being appointed by the board of directors, shall be present at all board meetings and take minutes and recordings as necessary. The secretary shall maintain the archive of records from all board meetings in an orderly fashion and upload for digital storage. Meeting minutes shall conform to reflect Roberts rules of order.

Duties and responsibilities of the Secretary:

- Take and report monthly Board meeting minutes at each meeting.
- Take and report quarterly Executive Committee meeting minutes at each meeting.
- Serve on a committee created by the Board of Directors.

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, or invested in a manner approved by the board of directors. Checks are to be signed by the treasurer and the president if the amount is greater than \$1,000 (one thousand U.S. dollars). The treasurer shall cause a monthly financial report to be made to the board.

#### Duties and responsibilities of the Treasurer:

- Prepare annual budget and present to Board at February board.
- Reconcile books before monthly Board meeting.
- Prepare monthly treasurer's report and present at each monthly Board meeting.
- Prepare and submit all documentation for Chamber to maintain status as nonprofit corporation in Florida.
- Prepare and submit all documentation for necessary registrations with any other entities as required.
- Pay all bills within the required payment period.
- Treasurer does not have voting privileges.

#### **Section 3: Executive Committee**

The executive committee shall act for and on behalf of the board of directors when the board is not in session but shall be accountable to the board for its actions. It shall be composed of the chairman of the board, president, vice-president, secretary and treasurer. The chairman of the board shall serve as the chairman of the executive committee.

- Review present and start subsequent year annual budget.
- Establish standing committees as necessary (membership, events, etc.).
- Ensure management of Chamber website and social media provides professional reflection of Chamber members.
- Must regularly attend meetings of the Board of Directors and give notice when unable to attend.
- Audit and monitor, or arrange for audit of Chamber events income expenditures each year.
- Manage and ensure the overall financial stability of the Chamber.

#### **Section 4: Administrative Assistant**

- Update membership directory – monthly
- Handle all office communications including phone, email, and correspondence
- Schedule dates for reserving conference space
- Maintain databases such as mailing lists, contact lists, client information
- Update and maintain current contacts for BOD, committee chairs, and other volunteers or staff
- Perform standard office tasks such as filing, storage, mail, etc.
  - Work with the Chairman of the Board, President and Vice President on:
    - Add creative content as needed
    - Promote website in all marketing materials and via social media channels
    - Monitor overall site content and ensure accurate and up-to-date information is always being displayed for the community
    - Upgrade site as needed
    - Post content on VFCC's social media accounts
    - Engage audience with creative content and graphics
    - Oversee all social media communications to ensure positive messaging at all times
    - Greet guests and help them connect with current members and/or encourage membership
    - Manage Membership Directory
    - Maintain sponsorship wall
    - Communicate approved local advertising topics to publications each month

## **Section 5: Indemnification**

The chamber may, by resolution of the board of directors, provide for indemnification by the chamber of any and all of its officers or former officers as spelled out in Article IV, Section 8 of these by-laws.

## **Section 6: Succession Plan**

Should an officer step down, not be in good standing with the chamber, or some incident occur, having a succession plan in place will help the board serve it's members successfully. The duties for those positions other than those mentioned above as well as a succession plan will be maintained by the Chairman of the Board, President and Secretary.

Should any member of the board wish to resign at any time during their term, they should present the chairman of the board and the president with a written letter of resignation, including their position and effective date of resignation. The letter will then be presented to the entire board at the next board meeting where a motion to accept the resignation will be requested. The secretary will file the hard copy and a digital copy of resignation with the board meeting minutes. Once the board has accepted the resignation, the new incoming board member will then be voted/accepted in.

## **Article VI**

### ***Committees and Divisions***

#### **Section 1: Appointment and Authority**

The board of directors shall appoint and/or create all committees. Subject to board approval, the chairman of the board of directors shall appoint committee chairmen. The chairman of the board, with agreement of the executive committee, may appoint such ad hoc committees and their chairmen as needed necessary to carry out the program of the chamber. Committee appointments shall be at the will of the board of directors and shall serve concurrent with the term of the appointing chairman of the board unless a different term is approved by the board of directors. It shall be the function of committees 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. 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 decided to discontinue the committee for any reason.

#### **Section 2: Limitation of Authority**

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the chamber until is shall have been approved or ratified by the board of directors.

#### **Section 3: Testimony**

Once committee action has been approved by the board of directors, it shall be incumbent upon the committee chairman or, in their absence, a person whom he or she designates as being familiar enough with the issue, to give testimony to, or make presentations before civic and governmental agencies.

#### **Section 4: Divisions**

The board of directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the chamber.

The board of directors shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, or subsidiary corporations. The board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber.

## **Article VII *Finances***

### **Section 1: Funds**

All money paid to the chamber shall be place in a general operating fund. Funds unused from the current year's budget shall be placed in a reserve account. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws and no part of said funds shall inure or be distributed to the members of the Chamber other than as payment for board approved professional services performed by a Chamber Member for the benefit of the Chamber. All expenditures over \$150.00 require the approval of the executive committee PRIOR to the expenditure being made. Any large dollar expenditures must be reported to the Treasurer immediately, if the Treasurer is not the person distributing the funds. Any expenditure under \$150.00 may be made by board members at their discretion, but subject to oversight by the Treasurer and the remainder of the board. All expenditures made by board members must be reported to the Treasurer within a reasonable time. The Treasurer may reimburse a board member at his or her discretion, with no board approval necessary. On dissolution of the Chamber, any funds remaining shall be distributed to one or more non-profit or not-for-profit organizations qualifying under IRS Section 501(c)(3), to be selected by the Board.

### **Section 2: Disbursements**

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. Disbursement shall be by check.

### **Section 3: Fiscal Year**

The fiscal year of the chamber shall close on October 31<sup>st</sup>.

### **Section 4: Budget**

As soon as possible after the election of the new board of directors and appointment of officers, the executive committee shall prepare the budget for the coming year and submit it to the board of directors for approval. If a budget committee has been created by the board of directors, the executive committee shall no longer fulfill this duty, and then it shall instead fall to the budget committee.

### **Section 5: Audit**

The accounts of the chamber of commerce shall be available for audit as needed by a public accountant. The audit shall at all times be available to members of the organization within the offices of the chamber.

### **Section 6: Bonding**

The president and such other officers and staff as the board of directors may designate, shall be bonded by a sufficient fidelity bond in the amount set by the board and paid for by the chamber once the board of directors is satisfied with the numerical level of membership of the current chamber.

**Section 7: Charity**

The chamber shall reserve 10% of all annual standard membership dues for the purpose of funding charitable causes. Distribution shall occur annually.

Charity of Choice: Charity of Choice eligibility minimum 51% or more service to benefit the communities of Valrico, Fishhawk, Lithia, and Bloomingdale. Must not discriminate against helping others based on race, color, religion, sex or national origin. Must have submitted valid 501©(3) and been established for no less than 5 (five) years and an active VFCC member in good standing for at least six (6) months.

Charity of Choice will be selected from the incoming president’s three recommendations with board approval voted on at the January board meeting. The charity will be announced at the annual dinner.

**Article VIII**

***Parliamentary Authority***

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures. In the event the chamber of by-laws are inconsistent with Robert’s rules of order, our by-laws shall prevail.

**Article IX**

***Adoption and Merger***

Section 1: Adoption

These by-laws shall be adopted by a two-thirds majority vote of the board of directors. Upon successful adoption, these by-laws become the governing document of the chamber of commerce The original company of the by-laws, shall remain in care of the drafter, Michael L. Severe Esq. Of Medearis & Sever, p.a. Until such time as the board decides otherwise.

Section 2: Merger

By adopting these current by-laws, the board of directors hereby encompasses the entire by-laws of the chamber of commerce into this one singular document which supersedes and merges all previous by-laws or other purported ‘governing documents’ of the chamber of commerce whether oral or written. All previous version of the chamber by-laws shall be considered to be without merit and have no bearing on the future operation of the chamber of commerce. The date on which these by-laws were adopted by a two-thirds majority of the board of directors, thus superseding all earlier versions of the by-laws, is:

Below find the signatures of the board of directors and officers who voted in the affirmative to adopt these by-laws on the date listed in Article X, Section 2 above:

by  
  
Chairman of the Board  
  
President

Abigail Markle  
print name

MELISSA CANFIELD  
print name



Vice-President



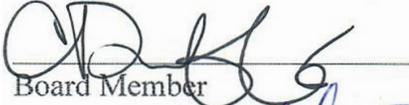
Secretary



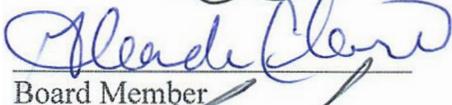
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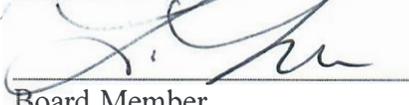
Board Member



Board Member



Board Member



Board Member



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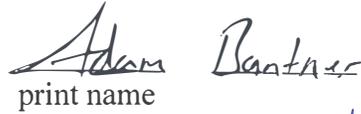


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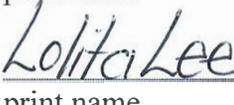
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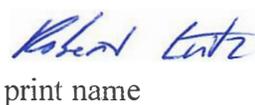
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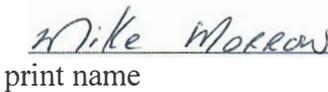
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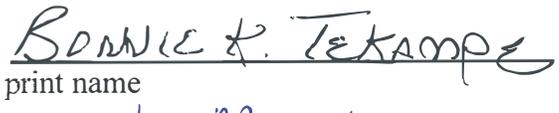
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### Article X

#### Amendments

These by-laws may be amended or altered by a two-thirds vote of the board of directors, or by a majority of the members at any regular or special meeting, or providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the board or the members in writing, at least ten days in advance of the meeting at which they are to be voted upon.