

ASTOR AREA CHAMBER OF COMMERCE, INC.

BY LAWS

(Adopted 11-2-81)

(Revised & Adopted) 03-11-08

ARTICLE I

GENERAL

Section 1. NAME

This organization shall be known as the Astor Area Chamber of Commerce, Inc..

Section 2. OBJECTIVE

The Astor Area Chamber of Commerce shall be:

- 1. To advance the business, professional and civic interest of the Astor area under the democratic system of free and competitive enterprises.**
- 2. To support and encourage the growth of existing businesses.**
- 3. To procure and promote new business enterprise.**
- 4. To develop awareness and visibility of the Astor community for economic growth.**
- 5. To promote business and civic welfare of all citizens in the Astor area following all those policies intended to accomplish the greatest good for the greatest number.**
- 6. To represent the citizenship in a non-profit, non-partisan and non-sectarian manner.**

Section 3. AREA

The Astor area includes the area served by the Astor Post Office, and any other area that applies for the Chamber's assistance or supports the Chamber's Objectives above.

Section 4. LIMITATION OF METHODS

The Astor Area Chamber of Commerce shall be non-profit, non-partisan and non-sectarian.

**ARTICLE II
MEMBERSHIP**

Section 1. ELIGIBILITY

Any person, firm, organization, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Memberships in the Astor Area Chamber of Commerce shall be Business, Civic, Fraternal, Individuals or Honorary.

- 1. BUSINESS MEMBERS are those businesses of good repute, located in Astor or environs subscribing to the objectives of this corporation. Each business membership shall designate one individual, who shall have all rights, privileges and responsibilities of active membership, and be**

entitled to one vote for the Business.

2. **CIVIC AND FRATERNAL MEMBERS** are those organizations located in Astor or environs subscribing to the objectives of this Chamber, and shall designate one individual, who shall have all rights, privileges and responsibilities of active membership, and be entitled to one vote for their respective organizations.
3. **INDIVIDUAL MEMBER**, whom will pursue the objectives of this Chamber with the interest of the betterment of the whole community, may become an active member.
4. **HONORARY MEMBERS** are those persons who have rendered service beyond expectation in service to city, county, state or country. An honorary member shall be named by the Board of Directors by a unanimous vote by the members and shall be exempt from all assessments and dues for life.

Section 2. ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

Section 3. DUES

- A. Membership dues shall be at such rate or rates, schedule or formula, as maybe from time to time prescribed by the Board of Directors ratified by membership, payable annually, in advance and due on January 1st.
- B. Any new member joining the Astor Area Chamber of Commerce after August 31st may pay dues at ½ of the set rate until January when dues are payable.
- C. Any member shall be expelled for non-payment of dues after 30 days from the date due, unless otherwise extended for good cause.

Section 4. TERMINATION

- A. Any member may resign from the chamber upon written notice and shall be accepted by the Board without a refund of dues.
- B. Any member's actions detrimental to the Chamber or Community may be investigated by a Special Trial Committee appointed by the President. Said member may be Expelled by a 2/3 vote of the Board of Directors as a result of the Special Trial Committee's recommendations. There shall be no rebate of dues or any portion thereof, as a result of termination.

Section 5. VOTING

- A. Each PAID membership, as defined in Article II, Section I, shall be entitled to one (1) vote, can hold office, may attend meetings and serve on committees or task forces to promote the objectives of the Chamber.
- B. Any firm, association, corporation, partnership, organization or

estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscription, and shall have the right to change its membership nomination upon written notice.

- C. Any member unable to attend a meeting has the right to vote either By absentee ballot in writing or by nominating another individual (in writing) to cast the vote in his/her name. Ballots should be received by the Secretary by noon, two (2) days prior to the meeting. Envelopes must be marked "Absentee Ballot" and are not to be Opened until the time of election.

ARTICLE III MEETINGS

Section 1. ANNUAL MEETING:

The Annual Meeting of the Chamber shall be held on the 2nd Tuesday of January at 5:15 p.m. at the Chamber's current meeting quarters.

A Comprehensive plan will be presented on the goals, events and activities of the upcoming year. A simple majority of active members present at the annual meeting of the Chamber shall constitute a quorum for transaction of business.

Section 2. ADDITIONAL MEETINGS

- A. Notice of special meetings authorized by the President shall be mailed to each member at least five (5) days prior to such meetings.
- B. BOARD OF DIRECTORS MEETING shall be on the second Tuesday of every month. General membership may attend, offer suggestions and volunteer for committees, but will not have any voting privileges. A quorum for the purpose of transacting general business, and a two-thirds majority of elected and appointed Directors shall be required to change By-Laws or membership fees.
- C. QUARTERLY MEMBERSHIP MEETINGS shall be on the 2nd Tuesday of the month at 5:15 p.m. at the current chamber quarters. These meetings shall be in January, March, June, September, and December. The Board will present updates on the business of the Chamber.
- D. GENERAL MEMBERSHIP MEETINGS may be held at the call of the President, at the request of a majority of Directors, and by petition signed by not less than five (5) active members. The Secretary shall notify all members in good standing, at least five (5) days prior to the meeting, of the time and place of the meeting and the purpose of this meeting.
- E. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS shall be called by the President when deemed advisable, or upon request of four or more members of the Board or 10 active members, expressing the purpose of the meeting.
- F. A committee meeting may be called at anytime by the committee

Chairperson.

Section 3. QUORUMS

At any duly called meeting of the Chamber, ten (10) members shall constitute a Quorum. A majority of Directors present shall constitute a quorum of the Board of Directors. At committee meetings a majority shall constitute a quorum.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. COMPOSITION OF BOARD

- A. The Board of Directors shall consist of nine (9) members and be elected by the membership at the Board meeting in December.**
- B. The Board of Directors shall elect the President, Vice President, Secretary and Treasurer from the members of the Board.**
- C. No Director shall serve for more than two (2) consecutive three (3) year terms. One (1) year must separate the consecutive terms.**

Section 2. DUTIES OF THE BOARD

The Board of Directors shall have all the power of the Astor Area Chamber of Commerce between its regular monthly meetings. The Board of Directors shall make a brief account of its doings for the year with recommendations of the future at the January ANNUAL meeting. (See Roberts Rules Revised Article IX, Section 50 dealing with committees and Board of Directors).

The Board of Directors shall, in the best interest of the whole community, have the responsibility for the betterment of the Astor area and the financial condition of the Astor Area Chamber Of Commerce.

Section 3. VACANCIES

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board shall automatically be dropped from the membership on the Board unless confined by illness.

Vacancies on the Board of Directors shall be filled by the Board of Directors by a majority vote for the unexpired term.

**ARTICLE V
DUTIES OF OFFICERS**

Section 1. PRESIDENT

The President shall preside over all meetings of the Astor Area Chamber of Commerce and all meetings of the Board of Directors. Subject of approval of the Board, the President shall appoint all standing committees as shall be required.

At the annual meeting and as at such times as deemed necessary, the President shall recommend to the Directors, such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the organization.

The President must present any and all business to the Board or Members.

No member shall serve as President for more than (3)years consecutively.

The President shall not have voting rights, except in the event of a tie vote.

Section 2. VICE PRESIDENT

The Vice President shall be responsible for the orientation of the new Board Members, the annual banquet and all business committees. In absence of the President, the Vice President will assume all respect duties.

Section 3. SECRETARY

The Secretary shall keep or cause to be kept all minutes of the meetings of the Board of Directors and executive committees, and other records incident to the operation and management of the organization. The Secretary shall also be responsible for keeping all minutes of committee meetings and other records incident thereto. The Secretary shall be responsible to answer correspondence and maintain member records and make notification of all meetings.

Section 4. TREASURER

The Treasurer shall receive all monies due to the Astor Area Chamber of Commerce and shall deposit same and disburse same. Whenever requested to do so by the Board, but not less that once a year, the Treasurer shall make a detailed report of finances, with the approval of the Board shall invest surpluses All disbursements shall be made by check signed by the President or the Treasurer. The current bank shall accept these bylaws as approval for all banking activities.

ARTICLE VI NOMINATIONS

Section 1. NOMINATING COMMITTEE

The President shall appoint a nominating committee of three (3) active members in good standing, at the September meeting. Active members may make verbal or written suggestions to the nominating committee. The Nominating Committee shall be charged with selecting at least (2) two members in good standing to run for the expiring Director terms. The Members must be willing to serve and be elected as An officer.

Section 2. ELECTIONS

A. BOARD OF DIRECTORS ELECTIONS: At the November Board Of Directors meeting, the nominating committee shall present to the Present Board, the nominations for the expiring terms of Board

Members.

Names of the candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for (1) for each Expiring term. The President shall mail this to all active members at least fifteen (15) days before the regular December meeting, which shall be a Regular General Membership Meeting.

The Ballots shall be returned to the Chamber P. O. Box 329, Astor, Fl. 32102 one (1) day prior to the December meeting. Ballots shall be counted by the nominating committee chairman, secretary, and two (2) active members who are neither a candidate nor sponsoring a candidate for election. Those Members with the most votes, will fill expiring terms.

B. ELECTION OF OFFICERS: The newly elected Board of Directors shall meet prior to the annual meeting of the Chamber for the purpose of electing within their body a President, Vice President, Secretary and Treasurer. The new officers and the Directors shall be installed at the annual meeting in January.

**ARTICLE VII
COMMITTEES**

Section 1. APPOINTMENT & AUTHORITY

The President shall appoint all committees and committee Chairpersons. He/she may appoint such ad hoc committees and their Chairpersons as he/she deems necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President.

It shall be the function of the committees to make investigations, conduct studies, hearings, and make recommendations to the Board of Directors.

The chairperson selects the committee. A majority of committee members constitutes a quorum for the purpose of transacting business.

Section 2. STANDING COMMITTEES

Standing Committees include but are not limited to:

- A. Advertising and Public Awareness**
- B. Business Development**
- C. Membership**
- D. Special Events**
- E. Finance and Budget**

**ARTICLE VIII
FINANCES**

Section 1. FUNDS

All money paid to the Chamber shall be placed in a general operating fund, unless otherwise designated, in which case special accounts may be established.

Section 2. DISBURSEMENTS

The Board of Directors is authorized to make emergency disbursements on accounts and expenses up to one (5) hundred dollars, anything above this must have the approval of the membership at the regular quarterly meeting.

Section 3. AUDITS

The Treasurer's records shall at all times be available to the members of the organization.

Once a year or at the discretion of the Board of Directors, the financial records of the Chamber shall be reviewed. Or an audit may be requested in writing by any member in good standing.

ARTICLE IX DISSOLUTION

Section 1. PROCEDURE

DISSOLUTION CLAUSE: The Chamber should use its funds only to accomplish the objects and purposes specified in these By-Laws, and no part of such funds shall be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed equally to the civic organizations, who are in good standing in the community.

ARTICLE X PARLIAMENTARY PROCEDURE

Section 1. PROCEDURE

The current edition of Roberts Rules of Order Newly Revised shall be parliamentary procedure when such rules are not inconsistent with the Charter or By Laws of the Chamber. The President may appoint a Parliamentarian at each meeting to ensure cooperation.

ARTICLE XI BYLAWS AND AMENDMENTS

Section 1. REVISIONS

These By-Laws may be amended, revised, altered, repealed or rescinded and new By-Laws adopted by a majority of votes cast by the membership voting at any regular meeting and/or a special meeting called for that purpose, providing only the call to meeting contained notice of the amendment or change, and that such notice is available at least ten (10) days prior to the meeting date.

Section 2. IMPLEMENTATION

These By-Laws shall be effective immediately upon their adoption.

Section 3. MEMBERSHIP

Each member shall be referred to read the By Laws on the Chamber's website and should become familiar with them. If a member does not have internet access, they may request in writing a copy of the bylaws.

**ARTICLE XII
FISCAL YEAR**

Section 1. FISCAL YEAR

The Fiscal Year of the Chamber shall begin January 1 of each year and shall end on December 31 of each calendar year.

Date Ratified: _____