

**AMENDED AND RESTATED BYLAWS FOR
GAINESVILLE AREA CHAMBER OF COMMERCE**

ARTICLE I GENERAL

Section 1. NAME. The name of this organization shall be the Gainesville Area Chamber of Commerce, Incorporated (Chamber).

Section 2. AREA. The Gainesville Area or Gainesville economic region (the “Area”) is hereby defined to include all incorporated municipalities and the unincorporated areas of Alachua County, Florida.

Section 3. OFFICE. The office of the Chamber shall be located in Alachua County, Florida, at a site to be selected by the Board of Directors, which site may be moved by action of the Board of Directors.

ARTICLE II OBJECTIVES AND PURPOSES

Section 1. OBJECTIVES. The Chamber is organized to advance the general welfare and prosperity of the Area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, with particular attention and emphasis given to the economic, civic, commercial, cultural, industrial, and educational interests of the Area. These objectives shall be carried out by:

- a) promoting economic programs designed to strengthen and expand the potential of all classifications of business within the Area;
- b) promoting programs designed to increase the economic, social, and cultural skills of citizens of the Area;
- c) discovering and correcting impediments which prevent the promotion of business expansion, overall community betterment, and economic competitiveness;
- d) establishing and promoting a partnership relationship with the University of Florida and Santa Fe College in furtherance of The Chamber’s Objectives;
- e) promoting all areas of education;
- f) promoting commerce and developing trade by inducing targeted industries to commence operations, locate and/or expand in Alachua County, Florida; and
- g) carrying on research and marketing for the purpose of attracting, encouraging the development of, or retention of, targeted industries enterprises in Alachua County, Florida.

Section 2. LIMITATIONS. The Chamber shall observe all local, state, and federal laws which apply to non-profit organizations as defined in Sec. 501(c)(6) of the Internal Revenue Code as amended from time to time. The Chamber may engage in all activities permitted by state or federal law limited only by such activities that would affect its non-profit status.

ARTICLE III MEMBERSHIP

Section 1. **ELIGIBILITY.** Any person, firm, association, corporation, partnership, or entity having interests consistent with the above objectives and purposes shall be eligible to apply for membership. The Board of Directors shall have the right to refuse any application for any reason in its sole discretion; provided, however, that such refusal shall be by a majority vote of those present at a properly called meeting of the Board of Directors at which there is a quorum.

Section 2. **ELECTIONS.** Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Executive Committee shall review the applications of all applicants and submit them to the Board of Directors with recommendations. Approval of members shall be by majority vote of the Board of Directors in attendance at any properly called meeting of the Board, at which there is a quorum. Any applicant so elected shall become a member upon payment of the membership investment as provided in Section 4 of this Article III.

Section 3. **MEMBERSHIP CLASSIFICATIONS.** There shall be three (3) classes of MEMBERSHIP defined as:

- a) **REGULAR MEMBERSHIP:** This membership classification is bestowed upon any person, firm, association, corporation, partnership, or entity upon election by the Board of Directors and payment of the required investment.
- b) **ASSOCIATE MEMBERSHIP:** This membership may be bestowed upon any person, firm, association, corporation, partnership or entity whose parent entity is already a Regular Member of the Chamber. This membership also requires election by the Board of Directors and payment of the required investment.
- c) **HONORARY MEMBERSHIP:** Distinction in public affairs may confer eligibility for honorary membership. Honorary members shall have all the privileges of Regular and Associate Members except, the right to vote and to hold office, and shall be exempt from payment of dues. The Board of Directors may, by majority vote, confer or revoke Honorary Membership.

Section 4. **INVESTMENT.** Membership investment shall be at such a rate or rates, schedules, or formulas as may be from time to time prescribed by the Board of Directors.

Section 5. **VOTING.** Regular Members and each Associate Members shall be entitled to cast one (1) vote.

Section 6. **EXERCISE OF PRIVILEGES OF PARTICIPATION.** Any person, firm, association, partnership, or entity holding Regular or Associate membership, shall designate an individual that the Member desires, to exercise the privileges of membership covered by the Member's membership, and shall have the right to change its designation by written notice.

Section 7. **TERMINATION.** Any member may resign from the Chamber upon written request to the Board of Directors. Any member shall be expelled by the Board of Directors for non-payment of Membership Investment after ninety (90) days from the date due, unless otherwise extended for good cause. Any member, after notice and opportunity for hearing has been afforded, may be expelled for conduct unbecoming a member or for conduct that is prejudicial to the aims or repute of the Chamber upon a 2/3 vote of those in attendance at a

properly called meeting of the Board of Directors at which there is a quorum present. The procedures for such expulsion shall be specified in the Chamber's procedural manual. The death, resignation, or expulsion of a member shall terminate his membership and shall cause a forfeiture of all interest of the member in and to the property of the Chamber.

Section 8. ORIENTATION. At regular intervals, orientations on the purposes and activities of the Chamber shall be conducted for new members.

ARTICLE IV MEETING OF THE MEMBERS

Section 1. ANNUAL MEETING. The annual meeting of the Members of the Chamber, in compliance with state law, shall be held at a time and place fixed by the Board of Directors and notice thereof mailed, electronically transmitted or personally delivered to each Member at least thirty (30) days before the date of the meeting.

ARTICLE V BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS. The governance and policy-making responsibilities of the Chamber shall be vested in the Board of Directors. The Board of Directors shall control the Chamber's property, be responsible for its finances, and direct its affairs. The Board of Directors shall be made up of no more than forty (40) persons, classified as (32) Elected Members, and (8) Automatic Members, and Ex-Officio Members. Each classification of Board Members is made up of the following persons:

- a) ELECTED MEMBERS. The Elected Members of the Board of Directors shall consist of no more than thirty-two (32) persons , at least one third (1/3) of whom shall be elected annually every third year to serve for three (3) years, or until their successors are elected or appointed. Elected Members may be reelected but may serve no more than two (2) consecutive terms.
- b) AUTOMATIC MEMBERS. The Chairman, the President, the Immediate Past Chairman, General Counsel, the Chairman-Elect, a representative of the University of Florida, a representative of Santa Fe College, and the Chair of the Business Community Coalition shall serve as Automatic Members of the Board of Directors.
- c) EX-OFFICIO MEMBERS. The Chairman shall appoint a representative from the Gainesville and Alachua County governments, and the Alachua County School Board as ex-officio Members of the Board of Directors. Ex-Officio Members of the Board shall be non-voting Members of the Board.

Section 2. RIGHTS OF MEMBERS. All Members of the Chamber shall be entitled to serve as a Member of the Board of Directors, hold office, attend meetings of the Board and participate in discussion and debate.

Section 3. REGULAR MEETINGS. The Board of Directors shall be required to meet at least quarterly. A majority of the Elected and Automatic Directors as specified in Article V,

Section 1, subsections a) and b) in attendance at a Regular meeting of the Board of Directors shall constitute a quorum. Regular Meetings of the Board shall be open to the general membership of the Chamber. The Chairman, or a majority of the Elected and Automatic Members of the Board may, at his/her or their discretion, convene the Board in executive session. Notice of Regular Meetings of the Board are not required to be given.

Section 4. SPECIAL MEETINGS. Special meetings of the Board shall be called whenever required in order that the Board fulfill its responsibilities. Special meetings of the Board may be called at any time by the Chairman of the Board, in his absence by the Chairmancelect, or at any time by the President/CEO, or at the written request of five (5) directors, directed to any of the Chairman of the Board, the President/CEO, or the Secretary. Written Notice of special meetings of the Board must be given by the President/CEO or the Secretary, to the Directors, by mailing the notice to the post office address of the Directors, as the addresses appear on the books or rolls of the Corporation, or shall be electronically transmitted or personally delivered to each Director, at least two days prior to the meeting, provided that the notice designated in this section required to be served or given any director may be waived by the director orally or in writing.

Section 5. ATTENDANCE. Absences from three (3) consecutive Regular meetings of the Board, or from fifty percent (50%) of the Board meetings in a given year will be grounds for removal from the Board. Upon any such removal, the vacancy shall be filled by nomination of the Chairman and election by the Board. A member elected to fill a Board vacancy will serve the remainder of the unexpired term of the vacated Board seat.

Section 6. NOMINATIONS FOR BOARD OF DIRECTORS. The Elected Members of the Board of Directors shall be nominated for election by the Nominating Committee, appointed by the Chairman, as described in Article VII, Section 6. The President shall notify each Member of the Chamber by written notice, electronically transmittal notice, or personal deliver of notice that the Nominating Committee is accepting recommendations of persons to serve on the Board of Directors for the coming calendar year. The Notices shall be sent by no later than July 1st of each year and shall inform the Members of the nominating process, the date upon which all recommendations must be received by the Nominating Committee and the Name and address of the Chair of the Nominating Committee. The Nominating Committee shall nominate for the Board of Directors as many candidates as are to be elected, all of whom shall have expressed their willingness to serve, and shall report its nominations to the Board of Directors by no later than August of each year at a regular or special meeting of the Board. The nominated slate of candidates shall be declared elected by the Elected and Automatic Members of the Board of Directors at its next regular or special called meeting.

Section 7. VACANCIES. Persons to fill Vacancies of Directors resulting from any cause shall be nominated by the Chairman and confirmed by a majority vote of the Elected and Automatic Members of the Board of Directors at a properly called meeting at which a quorum is present. The approved new member of the Board shall serve out the term of the director he or she is replacing.

Section 8. SEATING OF NEW DIRECTORS. All newly Elected Members shall be seated January 1st of the year following their election and shall be participating members thereafter. The retiring Directors shall continue to serve until the new members are seated.

Section 9. MANAGEMENT. The Board of Directors shall employ a President/CEO and fix the salary and other terms of employment for the President/CEO.

Section 10. INDEMNIFICATION. The Chamber shall provide for indemnification by the Chamber of any and all of its Directors, and former Directors, against damages and all 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 Directors of the Chamber, except in relation to matters as to which such Directors shall be adjudged in such action, suit, or proceeding to be liable for gross 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 gross negligence or misconduct.

Section 11. REMOVAL. Any Director, elected or appointed by the Board of Directors may be removed by the Board whenever, in its judgment, the best interests of the Chamber will be served by that removal. The Director subject to removal or is entitled to a hearing before the Board and removal requires a majority vote of the Elected and Automatic Directors present at a properly called meeting at which there is a quorum present.

Section 12. CONFLICTS OF INTEREST. No Director shall vote on any measure before the Board of Directors in which he or she has a personal, private or professional interest and which inures to his or her special private gain or the special gain of any principal by whom he or she is retained.

ARTICLE VI OFFICERS

Section 1. NOMINATIONS. Nominations for officers of the Chamber, exclusive of the President, but inclusive of the Chairman-Elect and Treasurer shall be made by the Nominating Committee. These nominations shall be reported to the Board of Directors by no later than the August meeting of the Board.

Section 2. ELECTIONS. The Chairman, Chairman-Elect and Treasurer shall be elected by no later than the September Board of Directors meeting. All Officers elected or appointed shall serve for a term of one (1) year, starting on January 1st of the year following their election or until a successor assumes the duties of the office.

Section 3. APPOINTMENTS. The Chairman shall appoint from the Regular Membership, with the majority approval of Board members in attendance at a properly called meeting of the Board of Directors, at which there is a quorum present, a General Counsel, and other committee chairs as needed.

Section 4. DUTIES OF OFFICERS.

- a) CHAIRMAN. The Chairman shall serve as the executive head of the corporation and its Executive Committee, and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chairman shall, with the advice and counsel of the Vice Chairmen and the President, select all standing committee chairmen, ad hoc committee chairmen and task force chairmen, except as otherwise provided in these bylaws. With the authorization of the Board of Directors, the Chairman may sign all deeds, contracts, and other instruments affecting the operations of the Chamber or any

of its properties. The Chairman shall, with the President, sign all formal documents of the Chamber.

- b) CHAIRMAN-ELECT. The Chairman-Elect shall become Chairman upon the expiration of the term of the Chairman. The Chairman-Elect shall have the duty of assisting the Chairman of the corporation and of performing the duties of the Chairman in the absence of the Chairman. The Chairman-Elect shall be Chairman of the Planning Committee and the CEO Advisory Committee.
- c) TREASURER. The Treasurer of the Corporation shall make current reports on at least a quarterly basis to the Executive Committee on the condition of the Corporation's finances and upon its membership activities. The Treasurer shall cause an annual report to be made by a Certified Public Accountant of the financial operations of the Corporation which is to be presented to the Executive Committee and to the Board.
- d) PRESIDENT. The President shall serve as an employee of the Chamber and be the Chamber's chief administrative and executive officer and shall perform such responsibilities as may be assigned the President by the Chairman and the Board of Directors. The President shall serve as recording secretary of the Board of Directors and cause to be prepared notices and minutes of meetings of the Board, and be the Secretary of the Corporation. The President shall serve as advisor to the Chairman and all committees and assemble information and data and cause to be prepared special reports on such matters as the Chairman may designate. The President shall be a voting member of the Board of Directors, the Executive Committee, and all committees except as otherwise provided in these By-Laws. The President shall be responsible for administration of the plan of action in accordance with the policies and regulations of the Board of Directors. The President shall be responsible for hiring, discharging, directing, supervising, and salary administration of all employees. With the cooperation of the Planning Committee and the Finance Committee, the President shall be responsible for the preparation of an operating budget covering all of the activities of the Chamber, subject to the approval of the Board of Directors. The President shall be responsible for all expenditures in accordance with approved budget allocation. The President shall also be authorized to sign all deeds, contracts and other instruments affecting the day to day operations of the Chamber.
- e) GENERAL COUNSEL. General Counsel is responsible for handling all legal matters involving the Chamber and for advising the Board of Directors and Chairman on legal issues.

Section 5. TERM. A regular term of all elected Officers, exclusive of the President, shall be for one (1) year commencing on January 1st of each year. Each Officer shall serve until a successor is elected.

Section 6. VACANCIES. Persons to fill vacancies of Officers resulting from any cause shall be nominated by the Chairman and confirmed by a majority vote of the Elected and Automatic members of the Board of Directors at a properly called meeting of the Board at which a quorum is present. The approved new Officer shall serve out the term of the Officer he or she is replacing.

Section 7. INDEMNIFICATION. The Chamber shall provide for indemnification by the Chamber of any and all of its Officer or former Officers against damages and all 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 of the Chamber, except in relation to matters as to which such Officers shall be adjudged in such action, suit, or proceeding to be liable for gross 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 gross negligence or misconduct.

Section 8. REMOVAL. Any Officer, elected or appointed by the Board of Directors may be removed by the Board whenever, in its judgment, the best interests of the Chamber will be served by that removal. The Officer subject to removal is entitled to a hearing before the Board and removal requires a majority vote of the Elected and Automatic Directors present at a properly called meeting of the Board at which there is a quorum present.

ARTICLE VII COMMITTEES

Section 1. COMMITTEES. The Chamber shall have the following standing committees: Executive Committee, Finance Committee, Nominating Committee, Planning Committee, Public Policy Committee and CEO Advisory Committee. The Board of Directors shall have the authority to form such additional ad hoc committees as shall be deemed necessary from time to time to deal with specific issues of importance to the Chamber.

Section 2. LIMITATION OF POWERS. 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 it shall have been approved by the Elected and Automatic Members of the Board of Directors at a properly called meeting of the Board of Directors at which a quorum is present.

Section 3. EX-OFFICIO MEMBERS. The Chairman, and President shall be ex-officio members of all committees.

Section 4. 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 at the next regular meeting of the Board of Directors. The Executive Committee shall be composed of the Chairman, Immediate Past Chairman, Chairman-Elect, the Chairs of all standing committees, the Treasurer, General Counsel, President, and up to four (4) at large appointments made by the Chairman from the Board of Directors. The majority of these persons shall constitute a quorum at any meeting of the Executive Committee. Meetings of the Executive Committee shall be open to the membership unless deemed closed by the Executive Committee in its sole discretion.

Section 5. FINANCE COMMITTEE. The Finance Committee shall oversee the development of the budget and the overall finances of the Chamber and make recommendations to the Board when appropriate. The Treasurer shall serve as Chairman of the Finance Committee and the Chairman-Elect shall be a member of the Finance Committee. The Chairman of the Finance Committee, with advice from the Chairman of the Board, shall name

no less than two (2) additional members of the Board to serve on the Committee. The Finance Committee shall meet at least quarterly.

Section 6. NOMINATING COMMITTEE. The Nominating Committee shall be chaired by the Chairman-Elect of the Board and shall consist of the Chairman, Chairman-Elect, the Immediate Past Chairman of the Board, and two (2) additional members appointed by the Chairman-Elect from the Board of Directors. The Nominating Committee shall meet as needed and shall be responsible for nominating candidates for election to the Board of Directors as well as the positions of, Chairman-Elect and Treasurer.

Section 7. PLANNING COMMITTEE. The Planning Committee shall be chaired by the Chairman-Elect and shall be responsible for the Chamber's long-range planning in addition to annual planning to include the Board Retreat and Annual meeting. This committee shall meet as necessary and its members shall be appointed from the Board of Directors by the Chairman, from the nominations made by the Chairman-Elect.

Section 8. PUBLIC POLICY COMMITTEE Purposes: The Public Policy Committee is responsible for monitoring city, county, state and federal government actions that pertain to/or impact business and economic development concerns in the City of Gainesville and Alachua County. The committee shall meet once a month. This committee will operate in accordance with the provisions of a Public Policy Manual that has been approved by the Board of Directors and shall report directly to the Executive Committee of the Chamber.

(a) The Public Policy Committee shall consist of no more than 11 members, the final selection of new committee members will be decided by the incoming Chairman.

(b) The Chamber President/ CEO and Chamber Public Policy Director shall not be voting members of this Committee.

Section 9. COUNCIL FOR ECONOMIC OUTREACH COMMITTEE. The Council for Economic Outreach Committee (the "CEO Committee") serves as the oversight Committee for the Chamber's Council for Economic Outreach ("CEO") programing which is the program responsible for the economic development activities of the Chamber. The Chamber's CEO program has the following objectives:

(a) The Promotion of industry and development of trade by inducing manufacturing, industrial and commercial enterprises to commence operations, to locate or to expand in Alachua County, Florida;

(b) To carry on research and marketing for the purpose of attracting, encouraging the development of, or retention of, manufacturing, industrial and commercial enterprises in Alachua County, Florida.

The Chairman elect shall serve as Chair of the CEO Committee and, with the advice of the Chairman of the Board, shall name twelve (12) additional members to the Committee, six (6) of whom shall be Elected Members of the Board and six (6) of whom shall be at large members selected from Chamber Members who are investors in CEO and are not Board Members, or who are non-Chamber Members but are investors in CEO. The CEO Committee shall not only oversee the fund raising and economic development activities of CEO, but shall also deal with member relations and development, and advise the Board on those activities. This committee shall meet at least quarterly and shall report directly to the Executive Committee.

The CEO Committee is authorized to seek investments from investors to be held and accounted for by the Chamber separately from general Chamber funds, and can accept contributions from Chamber member investors as well as non-Chamber member investors. All funds received through CEO investors shall be separately accounted for and dedicated solely to carrying out the specific mission of CEO.

ARTICLE IX FINANCES

Section 1. FISCAL YEAR. The fiscal year of the Chamber shall begin January 1 and end December 31.

Section 2. BUDGET. The Board shall, approve a budget for each ensuing year with the budget to be adopted no later than December 31st of the preceding year.

Section 3. FUNDS. All monies received by the Chamber shall be deposited to the credit of the Chamber, in such bank or banks as may be designated by the Board of Directors. Funds received by the Chamber through the CEO committee and CEO investments shall be deposited in a separate designated CEO account, in such bank or banks as may be designated by the Board of Directors. All CEO funds shall be separately accounted for and shall not be comingled with the Chamber's general funds.

Section 4. CHECKS AND DISBURSEMENTS. The Chamber through its Board shall implement prudent financial policies that clearly designate appropriate disbursement authorization procedures for the disbursement of Chamber funds. These authorization procedures must be reviewed by the Board of Directors annually to ensure that policies and procedures are in place to ensure sound financial stewardship. Upon approval of the budget, and consistent with the requirements of this Section 4 of this Article IX, the President is authorized to make disbursements on accounts and for expenses provided for in the budget without approval of the Board of Directors.

Section 5. ANNUAL AUDIT. An annual audit shall be made of the books and accounts of the Chamber at the close of business for the fiscal year by a Certified Public Accountant and the report submitted to the Board of Directors.

Section 6. BONDING. The President and such other officers and employees as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

Section 7. INSPECTION OF BOOKS AND RECORDS. Non-Confidential books and records of the Chamber, and in particular, the annual budget for the Chamber, federal tax returns, and annual reports to membership ("Non Confidential Information") may be inspected by any member or his agent or attorney, for any proper purpose at any reasonable time on written request stating such purpose. The Chamber, through its Board of Directors, shall have the right, however, to designate, in its sole discretion, such other books and records of the Chamber as "Confidential" and not subject to inspection. In addition, all CEO investor records and client information with regard to potential new businesses coming into the community shall be deemed confidential and shall not be subject to review or inspection. The request to inspect any records other than Non-Confidential records shall be submitted for consideration to the Board of Directors who, upon a majority approval, shall designate the time and place for such inspection.

ARTICLE X ORDER OF MEETING

Section 1. PARLIAMENTARY AUTHORITY. The current edition of Roberts Rules of Order shall be the final source of authority for the Chamber in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or By-Laws of the Chamber.

ARTICLE XI AMENDMENTS

Section 1. AMENDMENTS. Subject to the limitations of the Articles of Incorporation, these By-laws, and the law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the Chamber, the By-laws of the Chamber may be amended, repealed, or added to, or new By-laws may be adopted by a two-thirds (2/3) vote of the Board of Directors in attendance at a properly called regular or special meeting of the Board of Directors at which a quorum is present.

Section 2. EFFECTIVE DATE. Each amendment to these By-Laws shall become effective when approved by the members as provided for in this Article.

Section 3. REVIEW. The By-Laws of the Chamber shall be reviewed by a committee appointed by the Chair at least once every five (5) years. The purpose of the review is to determine whether the operations of the Chamber are consistent with, and in compliance with the By-Laws and to recommend to the Board of Directors any changes, revisions, or amendments which might be indicated by this review. A special request from no less than ten (10) of the Elected and Associate members of the Board of Directors for a review of the By-Laws shall also cause the By-Laws to be reviewed.

ARTICLE XII ENACTMENT

Section 1. ENACTMENT. These By-Laws shall be effective immediately following their adoption by a 2/3 vote of the Elected and Associate Members of the Board in attendance at a properly called meeting of the Board of Directors at which a quorum is present and for which proper notice has been given. When so adopted, they shall supersede all previous By-Laws and amendments.

ARTICLE XIII DISSOLUTION

Section 1. DIVIDENDS. No dividend shall be paid and no part of the income of the Chamber shall be distributed to its members, Directors, or Officers. The Chamber may pay compensation in a reasonable amount to its members, Directors and Officers for services rendered.

Section 2. ASSETS ON DISSOLUTION. No part of the property of the Chamber or the proceeds of the sale, lease, or other disposition thereof shall inure to the benefit of the members,

Directors, or Officers of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations as defined under IRS Section 501(c) (3).

Revised at a regular meeting of the Board of Directors on 08/22/2013 at which a quorum was present and unanimous consent was given.