

SOUTHSHORE CHAMBER OF COMMERCE, INC

Amended 6/28/79
Amended 9/1/83
Amended 8/11/88
Amended 2/23/89
Amended 1/29/93
Amended 1/17/98
Revised 5/17/01
Amended 11/21/03
Amended 12/31/12

Article 1 – Name

Section 1. This organization shall be known as the SOUTHSHORE CHAMBER OF COMMERCE, INC.

Article II – Purpose, Fiscal Year

Section 1. The purpose of this organization is to conserve and advance the agricultural, civic, commercial, industrial, tourist, and general interests of south Hillsborough County.

Section 2. The SouthShore Chamber of Commerce (Chamber) shall be non-partisan and non-sectarian, and shall take no part in or lend its influences or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for office whether city, county, state, or nation; nor shall any meetings of a political nature whatsoever be held within the premises occupied or under control of the Chamber.

Section 3. The fiscal year shall be from January 1 to December 31.

Article III – Membership

Section 1. Any individual, firm, corporation, federation, club, or association of good standing, interested in the purpose of this organization and community development may be elected to membership subject to provisions of the Articles of Incorporation and these bylaws.

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- Section 2. Membership in the Chamber shall be classified as follows:
- a. Business Members are those who are in business in the area or do business in the area.
 - b. Associate Members are individuals associated with any Business Member desiring their own membership standing.
 - c. Individual Members are those who are government employees or bona-fide permanent residents in the area who are not actively engaged in a business in the area.
 - d. Honorary Members are persons who have gained distinction in public affairs as may be elected from time to time by the Board of Directors.
 - e. Non-Profit Members are charitable, civic or social groups qualifying for non-profit income tax treatment by the federal Internal Revenue Service.
- Section 3. Application for membership shall be made by written application to the Board and such application shall be regarded as a guarantee on the part of the applicant of interest in and sympathy with the purpose of the organization and, if elected, of adherence to its bylaws, rules, and regulations.
- Section 4. Election to membership shall require recommendation by the Executive Director and a majority affirmative vote of the Board. Applications for membership must be accompanied by at least 3 months dues.
- Section 5. Each Member, except Honorary Members, shall pay an annual amount according to a dues schedule as adopted by the Board, but in no event shall said annual dues for voting memberships be less than the minimum business membership.
- Section 6. If a member shall fail to pay dues within three months after they are due, written notice of delinquency shall be given to the member by the Treasurer. If, at the end of ten days the member remains delinquent, the Executive Director shall call upon the member, endeavoring to restore same to active status. If the member remains delinquent, a report shall be made at the next Board meeting when membership may be forfeited by action of the Board.
- Section 7. All resignations shall be tendered to the Board in writing 30 days prior to the effective date. A resignation received after a payment is due shall not relieve the member presenting such resignations from liability for current dues.

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Section 8. Any member may be expelled for cause by resolution passed by two-thirds vote of the Board at any meeting called for this purpose. Such member shall be notified of the intention of the Board to consider the member's expulsion and shall be given the opportunity of a hearing before the Board, but shall not be represented by professional counsel. Passage of such resolution shall, without other act on the part of the Board, annul such membership.

Article IV – Board of Directors

Section 1. The government of the Chamber, the direction of its works, and the control of its property shall be vested in the Board of Directors consisting of 15 members. Any immediate past President and immediate past Treasurer whose term as Director expires at the same time as their term of office shall retain an ex officio position on the Board for one year. The Executive Director shall be an ex-officio member of the Board.

Section 2. The 15 directors elected by the membership shall be divided into 3 classes of 5 directors each. One class of 5 shall be elected each year for a three-year term. A director may serve only 2 consecutive three-year terms, unless they were appointed to serve a vacated seat with less than one-half (1/2) term remaining. A director may be re-elected to the Board after a one year absence.

Section 3. Nomination by Committee.

- a. Each year, at the first regular August meeting of the Board, the President, with the approval of the Board, shall appoint a Nominating Committee and shall designate its Chair. The Nominating Committee shall consist of 2 members of the Board and one 1 additional member of the Chamber who is ineligible (Definition: any retired or retiring Board member who is not running for re-election).
- b. It shall be the duty of the Nominating Committee to nominate a single slate of nominees, 1 for each vacancy to be filled on the Board, and obtain the consent of each candidate to have his or her name placed on the slate.
- c. The Nominating Committee shall present its slate to the Board at the September meeting for the Board's approval.

Section 4. Nomination by Petition.

- a. Additional nominations may be made by petition signed by 20 Chamber members in good standing. Each petition for nomination shall include a statement that the candidate has consented to have his or her name placed on the ballot. Nomination petition forms may be obtained at the Chamber office.

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- b. After approval by the Board of the slate, there shall be sent to each Chamber member a copy of the slate and a form with instructions for nomination by petition. Not less than 7 days shall be allowed for receipt of nominations by petition.

Section 5. Election.

- a. If there are no further nominations by petition, the nominees presented by the Nominating Committee and approved by the Board shall be declared elected by the Board at their October meeting.
- b. If there are further nominations by petition, then the election shall be by ballot as herein set forth in November.
- c. If a ballot is necessary, there shall be sent to each Chamber member a ballot containing the names of all the candidates, those nominated by the Nominating Committee as well as those nominated by petition.
- d. The Committee of Judges shall consist of 3 directors appointed by the President with the President serving as ex-officio member. The Committee shall supervise the election and serve from the opening of the polls until final election results are certified.
- e. The 5 candidates receiving the highest number of votes cast shall be constituted and declared members of the Board for a three-year term.
- f. Should a tie vote occur, the Committee of Judges shall vote and certify as elected the person or persons on whom the selection falls.
- g. Each member shall have 1 vote for each membership held.
- h. Participation by 5% of the voting members shall constitute a quorum for purposes of the annual election.
- i. In order to be entitled to vote, a chamber member must have been a member as of the August Board of Directors meeting preceding the nomination process.

Section 6. Election of Board Officers.

- a. Within 10 days after the annual election, the Board shall qualify and elect from their own number a President, Vice-President, and Treasurer from a slate presented by the Nominating Committee. Those elected officers shall begin their term on January 1 of the following year.

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- b. The officers shall serve for a term of 1 year. No member shall hold more than one office at a time, and no member shall be eligible to serve more than 3 consecutive terms in the same office.

Section 7. The Directors shall have power to fill vacancies in the Board occurring between regular elections. Any Director elected to fill a vacancy shall serve out the term of the departing Director.

Section 8. Any Director who shall be absent from 3 consecutive meetings of the Board, or shall be absent for more than 50% of the meetings of the Board in any 1 year shall be deemed to have resigned their membership on the Board and their place shall be declared vacant. This vacancy shall be filled in the same manner as any other vacancy on the Board.

Section 9. Meetings.

- a. The Board, at its first meeting in January each year, shall determine the day in each month when regular meetings shall be held.
- b. Special meetings of the Board may be called by the President or upon request of any 3 directors. The purpose of the special meeting shall be stated in the call.
- c. Members of the Board shall be notified of all Board meetings, both regular and special, by the Executive Director or his or her assistant, with a notice by mail, e-mail, or fax, at least 24 hours prior to the hour of the meeting.
- d. In case of an emergency, a call by telephone or personal oral notification to each director not less than 2 hours prior to such a meeting will be sufficient notice to constitute a legal meeting of the Board.
- e. The Executive Director or his or her assistant will act as secretary at all meetings of the Board.
- f. The Board shall conduct an annual retreat to take place within the first calendar quarter of the year.

Section 10. Indemnification.

- a. Every director, officer, or employee of the Chamber shall be indemnified by the Chamber against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with an action or proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of their being or having been a director, officer, or employee at the time such expenses are incurred except in those

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cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performing or omission of such duties as gave rise to the subject action or proceeding.

- b. The foregoing right of indemnification shall be in addition to or not exclusive of all other rights to which such director, officer, or employee may be entitled.

Section 11. Notwithstanding any other provisions in these By-Laws, all activities of the Chamber, shall be carried on and all funds of the Chamber, whether income or principal and whether acquired by gift, contribution, dues, assessments, or otherwise, shall be used and applied exclusively in connection with and, particularly in the case of special assessments for projects furthering the goals and objectives of this organization as may be approved by the Board.

Section 12. Unless specifically rejected by the Board, the Chamber may accept either in-kind or monetary donations under whatever circumstances and conditions which the Board shall prescribe.

Section 13. A majority of the Board shall constitute a quorum.

Article V – Duties of Officers

Section 1. President.

- a. The President shall, subject to the approval of the Board, appoint the Legal Counsel, preside at all meetings of the Chamber and the Board and shall perform all duties incident to this office.
- b. The President shall, subject to the approval of the Board, appoint all committees and shall be an ex-officio member of all committees.
- c. Public statements relating to any policy or position of the Chamber shall be made only by or with the approval of the President or his or her designee, normally construed to be the Executive Director.
- d. The President shall, subject to the approval of the Board, appoint the Legal Counsel.
- e. The President shall, subject to the approval of the Board, appoint the Parliamentarian from the Board.

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- Section 2. The Vice-President shall, in the absence or disability of the President, perform all the duties of the President. The Vice-President shall be responsible for supervision of the record-keeping and duties customarily associated with a “Corporate Secretary”.
- Section 3. In the absence of the President and the Vice-President, a member of the Board shall be chosen to act temporarily.
- Section 4. Legal Counsel shall advise the President as requested on legal matters of interest to the Board.
- Section 5. Treasurer.
- a. The Treasurer shall be responsible for the receipts and disbursements of all funds of the Chamber deposited in its name in such banks as approved by the Board. The Treasurer may be required to give acceptable bond, if the Board so directs, in such sum as the Board may determine, for the faithful performance of his or her duties.
 - b. No disbursements of funds of the Chamber exceeding \$2500 shall be made without prior approval of the Executive Committee, or exceeding \$5000 without prior approval of the Board, pursuant to procedures set forth in the adopted handbook for office operations.
 - c. The Treasurer’s books shall be subject to a yearly review conducted by an independent accountant appointed by the President and approved by the Board with a report to be made to the Board.

Article VI – Executive Committee

- Section 1. The Executive Committee shall be composed of the President, the Vice-President, the Treasurer, the Executive Director and immediate Past President (if they remain on the Board), and Legal Counsel.
- Section 2. Duties.
- a. In the interim between Board meetings, the Executive Committee may transact all routine business. The Executive Committee has the authority to order disbursements for the necessary expenses of the Chamber and audit the same for payment.

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- b. The Executive Committee shall fix the salaries of all appointive employees of the Chamber.
- c. The Executive Committee shall have supervision of all rooms and properties of the Chamber.
- d. The Executive Committee shall submit, at the meetings of the Board, reports of its actions or minutes of its procedures for confirmation.
- e. No later than the beginning of the fiscal year, prepare and submit to the Board a budget of the general expenses of the Chamber for the coming year. The budget shall include estimated expenses, including stated amounts for each committee. The budget shall be submitted to the Board for final approval at the first regular meeting following the Board retreat. As passed by the Board, with or without modification, this budget shall be the suggested appropriation measure for the Chamber.

Section 3. The Chamber's line of credit may be accessed by no more than \$2500 without prior approval of the Executive Committee . Further line of credit access beyond \$5000 must be authorized by majority vote of the full Board of Directors.

Article VII – Executive Director

Section 1. The Executive Director shall be the chief administrative officer of the Chamber. It shall be the Executive Director's duty to conduct the official correspondence, preserve all books, documents, and communications, keep books of accounts and maintain an accurate record of the proceedings of the Chamber, the Board, and all committees. The Executive Director shall perform such duties as may be incident to his or her office, subject to the direction of the Board. The Executive Director shall appoint, have general supervision over, and may dismiss any or all employees of the Chamber.

Section 2. The Executive Director shall be selected by the Board who shall fix the salary. The term of office shall continue so long as such employment is mutually satisfactory.

Section 3. The Executive Director shall become an ex-officio member of the Board and of all committees formed under Article VIII. The Executive Director may have a voice in all matters, but without vote.

a.

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- Section 4. Upon resignation or termination, the Executive Director shall immediately deliver to the Executive Committee all books, papers, and property of the Chamber.

Article VIII – Committees

- Section 1. It shall be the function of committees to investigate and make recommendations on assigned matters, reporting these to the Board, and undertake the completion of the activities, projects, or recommendations only after specific confirmation by the Board. No standing or special committee shall represent the Chamber in advocacy of or opposition to any project without specific confirmation by the Board, unless such confirmation be granted under general powers delegated by the Board to such committee.
- Section 2. Meetings of committees may be called at any time by the President or the chair of such committee.
- Section 3. A majority of the members of a committee shall constitute a quorum thereof.
- Section 4. The President and the Executive Director shall be ex-officio members of all committees unless otherwise directed by the Board.

Article IX – Membership Meetings

- Section 1. The annual meeting of the Chamber shall be held each year on a day selected by the Board. Other meetings of the Chamber shall take place upon dates determined by the Board when deemed expedient.
- Section 2. A special meeting of the Chamber shall be called whenever the Board deems it advisable. Special meetings of the Chamber may be called upon the written request of 20 members of the Chamber.
- Section 3. At all special meetings of the Chamber, only such business as the meeting was specifically called to consider shall be discussed and acted upon.
- Section 4. Upon motion of any member, the Chamber may by a two-thirds vote go into executive session at any regular or special meeting.
- Section 5. No one but a member shall address the Chamber or be given the privilege of the floor except by invitation of the Board or by unanimous consent of the meeting.

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- Section 6. A resolution offered at any meeting must be in writing and no member shall read or offer for action any communication, report, or resolution (unless it has previously had the approval of the Board) without first making a general statement of the subject matter thereof. Should any 2 members object to its presentation, it shall be referred to an Advisory Committee consisting of 3 members to be immediately appointed by the presiding officer. After hearing any statement the member offering the presentation may desire to make, this Advisory Committee shall report the matter back to the meeting with its recommendation that the matter be presented to the meeting or that its presentation be deferred. If the committee recommends that its presentation be deferred, the resolution in question shall be referred to the Board with power to act.
- Section 7. Each member of the Chamber shall be given written notice of every regular or special meeting at least 1 day in advance of such meetings.
- Section 8. Five per cent of the voting members shall constitute a quorum at any regular or special meeting of the Chamber.

Article X – Seal

- Section 1. The Chamber of Commerce shall procure a seal or stamp to be used upon all contracts and formal documents of the Association and it shall be in the custody of the Executive Director.

Article XI – Amendments

- Section 1. These bylaws may be amended or altered by a two-thirds vote of the Board, whether by voice vote, signed mail ballot, signed fax, or other approved electronic voting system, provided notice of the proposed change(s) shall have been mailed, e-mailed, posted on the Chamber website with linked notice, or faxed to each member not less than 10 days prior to such meeting or established deadline for submitting the vote.

Article XII – Dissolution

- Section 1. In the event of dissolution of this corporation, all of the property owned by it shall be distributed only for the purpose and objects hereinafter set out and no member, trustee, or private individual shall be entitled to share in the distribution of any of the assets.

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- Section 2. More particularly, upon dissolution of the corporation, all its assets remaining after payment of all costs and expenses of dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code.
- Section 3. Particular attention should be directed to the condition outlined in the Warranty Deed on the real estate as conveyed to the Chamber of Commerce by Paul D. and Esther C. Dickman.

Article XIII – Parliamentary Rules

- Section 1. The proceedings of the Ruskin Chamber of Commerce meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order when applicable and not inconsistent with these bylaws and any other special rules the organization shall adopt.

SOUTHSHORE CHAMBER OF COMMERCE, INC.

ARTICLES OF INCORPORATION

OF

RUSKIN CHAMBER OF COMMERCE, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

Last Amended January 19, 2001

The undersigned individuals, on behalf of themselves and of all other individuals who may become members of this corporation, hereby associate themselves and their successors for the formation of a corporation, not for profit, under the laws of the State of Florida, and hereby make and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: RUSKIN CHAMBER OF COMMERCE, INC. *Last amended February, 1989.*

ARTICLE II

The general nature and the object of the corporation shall be for the purpose of advancing commercial, industrial, tourist, agricultural and civic interests in Ruskin and its trade area. No member shall receive the benefit of any earnings of this Association, nor any private individual shall either receive or benefit from the operation thereof.

The Chamber shall be non-partisan, non-sectional and non-sectarian and shall take no part in, or lend its support to the election or appointment of, any candidate for public office.

ARTICLE III

The principal office of this corporation shall be located at 206 South Tamiami Trail in the City of Ruskin, County of Hillsborough, State of Florida.

ARTICLE IV

Membership in the corporation shall be classified in four groups, to-wit: Individual Members, Business Members, Associate Members, Non-Profit Members and Honorary Members, as more specifically defined in the By-Laws of this corporation.

ARTICLE V

The government of the Chamber and the direction of its work shall be vested in a Board

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of Directors consisting of 15 members, divided into 3 classes of 5 Directors, the term for each class to be staggered. A Director may serve only 2 consecutive three-year terms. A Director may be re-elected to the Board after a one year absence. The Directors shall have the power to fill all vacancies on the Board. Any Directors who shall be absent from 3 consecutive meetings of the Board of Directors, or who shall be absent from more than fifty percent (50%) of the meetings of the Board of Directors in any one year shall be deemed to have resigned their membership on the Board and his or her place thereon shall be vacant. This vacancy may be filled in the same manner as any other vacancy on the Board. They shall adopt rules for conducting the business of the Chamber. They shall meet not less than once a month, at such time and place as will be determined by them. *Amended January, 2001.*

ARTICLE VI

Within ten (10) days after the annual election, the Directors shall meet and elect from their own number officers for the ensuing year, a President, a Vice-President, a Treasurer, and any other officers the Board may deem necessary. *Amended January, 2001.*

ARTICLE VII

The Articles of Incorporation of the corporation may be amended by a two-thirds vote of the members of the corporation, provided notices of the proposed change shall have been given all members not less than ten (10) days prior to such vote. *Amended October, 1985.*

ARTICLE VIII

The term for which this corporation shall exist shall be perpetual.

ARTICLE IX

The names and residences of the subscribers to these Articles of Incorporation are as follows:

ANNETTE B. SAYLER
Route 2, Box 10
Ruskin, Florida 33570

ELLSWORTH G. SIMMONS
308 2nd Street, N.W.
Ruskin, Florida 33570

PAUL B. DICKMAN
Post Office Box 128
Ruskin, Florida 33570

MABEL M. MARKWOOD
Post Office Box 37
Sun City, Florida 33586

JOSEPH L. ELLIOTT
503 North Tamiami Trail
Ruskin, Florida 33570

ARCHIE HAMLIN
Post Office Box 277
Ruskin, Florida 33570

SOUTHSHORE CHAMBER OF COMMERCE, INC.

ARTICLE X

The names and residences of the Board of Directors of this corporation are as follows:

JOHN K. WOODMAN
505 South Tamiami Trail
Ruskin, Florida 33570

PERRY R. GIBBONS
Post Office Box 907
Ruskin, Florida 33570

PHILLIP R. LEWERS
308 East College Avenue
Ruskin, Florida 33570

AUBREY L ALLMOND
Route 1, Box 43-D
Ruskin, Florida 33570

DONALD ELSBERRY
Route 2, Box 70
Ruskin, Florida 33570

CLARENCE HARDING
Route 1, Box 145
Ruskin, Florida 33570

JAMES FRANKLAND
Post Office Box 278
Ruskin, Florida 33570

RICHARD KELLY
Post Office Box 571
Ruskin, Florida 33570

SONNY SPENCER
Post Office Box 967
Ruskin, Florida

ARTICLE XI

The names of the officers who are to manage all of the affairs of the corporation until the first election or appointment under the provisions of this Charter shall be as follows:

JOHN K. WOODMAN, President
505 South Tamiami Trail
Ruskin, Florida 33570

PERRY R. GIBBONS, Vice-President
Post Office Box 907
Ruskin, Florida 33570

PHILIP R. LEWERS, Recording Secretary
308 East College Avenue
Ruskin, Florida 33570

GLORIA J. WELLS, Corresponding Secretary and Treasurer
16 – 18th Avenue, S.E.
Ruskin, FL 33570

ARTICLE XII

SOUTHSHORE CHAMBER OF COMMERCE, INC.

The By-Laws of the corporation may be made, altered and rescinded by a two-thirds vote of the Board of Directors of the corporation at a duly called meeting or authorized vote, provided notices of the proposed change shall have been given all Board members not less than ten (10) days prior to the meeting. *Amended October, 1985.*

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

RUSKIN CHAMBER OF COMMERCE, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted:

ARTICLE V

The government of the Chamber and the direction of its work shall be vested in a Board of Directors consisting of 15 members, divided into 3 classes of 5 Directors, the term for each class to be staggered. A Director may serve only 2 consecutive three-year terms. A Director may be re-elected to the Board after a one year absence. The Directors shall have the power to fill all vacancies on the Board. Any Directors who shall be absent from 3 consecutive meetings of the Board of Directors, or who shall be absent from more than fifty percent (50%) of the meetings of the Board of Directors in any one year shall be deemed to have resigned their membership on the Board and his or her place thereon shall be vacant. This vacancy may be filled in the same manner as any other vacancy on the Board. They shall adopt rules for conducting the business of the Chamber. They shall meet not less than once a month, at such time and place as will be determined by them.

ARTICLE VI

Within ten (10) days after the annual election, the Directors shall meet and elect from their own number officers for the ensuing year, a President, a President-Elect, a Treasurer, and any other officers the Board may deem necessary.

SECOND: The date of adoption of the amendments was : January 19, 2001.

THIRD: Adoption of Amendment:

The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

[Signature]
President, Ruskin Chamber of Commerce, Inc.

Anne Madden
President

Dated: 19 April 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01st APR 23 AM 11:44

FILED