

BY-LAWS OF THE
TILLMAN'S CORNER AREA CHAMBER OF COMMERCE

Adopted _____, 2010

The following By-Laws of the Tillman's Corner Area Chamber of Commerce are hereby adopted by a two-thirds vote of the general membership of the Chamber this _____, 2010. These By-Laws supersede and replace all prior by-laws and all amendments thereto of the Tillman's Corner Area Chamber of Commerce.

ARTICLE ONE - NAME

Section 1.1 The name of the organization shall remain the Tillman's Corner Area Chamber of Commerce (herein referred to as "Chamber").

Section 1.2 For purposes of taxation by the Internal Revenue Service, the Chamber is a Section 501(c)(6) organization. Members of the Chamber recognize the Chamber is not designated by the Internal Revenue Service as a 501(c)(3) organization for charitable purposes, despite the Amendment to the Articles of Incorporation filed in the office of the Judge of the Probate Court of Mobile County, Alabama, on September 8, 1998, in real property book 623, page 0562.

ARTICLE TWO - PURPOSE

Section 2.1 The purpose of the Chamber shall be to foster, promote, encourage, improve and advance commerce, industry, agriculture, and general business and community conditions and interests in Mobile County, Alabama, and particularly the Tillman's Corner - Theodore area.

ARTICLE THREE - MEMBERSHIP

Section 3.1 Any natural person, corporation, estate, firm partnership or trust of reputable character, in sympathy with the objects and purpose of the Chamber shall be eligible for membership in the Chamber. Membership shall not be issued in the name of a trade association or other like organization. Chamber members must be residents of or maintain their principal place of business in Mobile County, Alabama.

Section 3.2 Membership shall be by invitation of a member in good standing, by the Board of Directors (herein referred to as the "Board"), or by a designated representative of the Board.

Section 3.3 After an invitation has been extended, an application for membership shall be completed in writing, on the Chamber's standard membership application form, and presented with the required initial application fee and initial annual dues.

Section 3.4 Membership applications shall be acted upon at the first meeting of the Board following presentation of a completed application, and shall be approved by a majority vote of the Directors present at such meeting.

Section 3.5 Following approval of an application by the Board, the new member shall be introduced as a member at the first possible monthly Chamber meeting.

Section 3.6 Each member in good standing shall be entitled to one vote.

Section 3.7 Each member who is not a natural person shall be entitled to nominate as its representative one person in its organization to represent said member in Chamber business and functions, or to cast any vote of the membership on behalf of such member. Each member who is not a natural person shall have only one vote, through its designated representative. A member may change its designated representative at any time by providing written notice to the president or the Board, but a new representative's vote shall only be accepted if written notice is delivered to the president or the Board prior to such vote.

Section 3.8 Any member may be suspended or expelled from membership in the Chamber by a majority vote of the entire Board for conduct unbecoming a member. A vote for suspension or expulsion may come before the Board at the written request of any member in good standing. A member who is being considered for suspension or expulsion shall have notice, in writing, specifying the date, time and place when and where the Board will meet to consider such request for suspension or expulsion. A member shall have the right to be heard by the Board prior to any vote for suspension or expulsion.

Section 3.9 Any member may be removed from membership for non-payment of dues. Each member whose dues remain unpaid more than 90 days after presentment of a renewal notice shall automatically forfeit membership. If a member seeks reinstatement, all dues and fees must be paid in full before membership may be reinstated.

Section 3.10 Any member may, upon request to the Board, be permitted to resign. A member's resignation shall be in good standing only if all dues and fees have been paid in full at the time of resignation. If a member resigns other than in good standing, all dues and fees must be paid in full before a new membership application will be accepted.

Section 3.11 The death of a member shall cancel membership and any unpaid dues or fees shall be waived, unless the deceased member's estate seeks to continue membership in the name of the estate and pays all dues and fees in the name of the estate.

ARTICLE FOUR - DUES

Section 4.1 Dues shall be established by a majority vote of the entire Board on an annual basis at the Board's regularly scheduled meeting in January. The dues schedule shall be published

to the general membership within thirty days thereafter. All renewal dues shall be according to the dues established by the Board at its January meeting.

Section 4.2 Dues are payable annually on the anniversary date for each member. Renewal dues shall be paid within thirty days of such anniversary date, and shall be considered delinquent if not paid by the 31st day.

Section 4.3 The Board may, at its option, establish different levels of dues for individual members and business members, and may establish different levels of dues for business members according to the number of employees of such business.

ARTICLE FIVE - BOARD OF DIRECTORS

Section 5.1 The governance and policy-making responsibilities of the Chamber shall be vested in the Board. The Board shall have control and management of the Chamber's property, be responsible for its finances, and direct its affairs. The Directors shall, in all cases, act as a board, regularly convened. Because the Board is an essential and vital part of the effective operation of the Chamber, Directors are expected to attend all monthly meetings of the Board. Acceptance of the position as a Director constitutes an acknowledgment that regular attendance at monthly meetings is necessary and expected, without extenuating circumstances excusing attendance at such meeting.

Section 5.2 The Board shall annually approve, at its November meeting, the budget for the Chamber and the Tillman's Corner Community Center for the year commencing January 1st of the coming year. The fiscal year of the Chamber and the Tillman's Corner Community Center shall be January 1 to December 31.

Section 5.3 In the transaction of business the act of a majority of Directors present at a meeting, except as otherwise provided by law, these By-Laws, or the Articles of Incorporation, shall be the act of the Board, provided a quorum is present at such meeting. A quorum shall be one-half of the total number of Directors then serving on the Board. A Director may grant his proxy to another Director to vote on any matters that may come before the Board, provided the signed, written proxy is delivered to the Chairman prior to the time set for the meeting. A duly executed proxy shall be considered as a Director present at a meeting for the purposes of a quorum.

Section 5.4 Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Chamber and the Tillman's Corner Community Center as they may deem appropriate, as long as such acts are not inconsistent with law or these By-Laws.

Section 5.5 Each Director presently serving on the Board shall continue in office until the expiration of the term for which such Director was elected.

Section 5.6 The Board shall consist of at least nine Directors but not more than 19 Directors. Any increase or decrease in the minimum/maximum number of Directors shall only be

by amendment to these By-Laws; however, no such decrease shall act to shorten the term of any Director then serving on the Board. The Officers of the Chamber shall also serve as Directors, without further election, by virtue of their positions as Officers.

Section 5.7 The Board shall conduct regular meetings on the Monday immediately preceding the first Wednesday of every month at 5:30 p.m. at the Tillman's Corner Community Center, and shall conduct such special meetings at such times and places as may be called by the Chairman of the Board. Notice of special meetings of the Board shall be served upon each Director in person, by United States Mail, facsimile transmission or by electronic mail, addressed to such Director at the last-known mailing address, facsimile number or electronic mail address, at least three business days prior to the date of such special meeting. The notice shall specify the time and place of the meeting and the general business to be transacted thereat. Any business may be transacted at any meeting at which all of the Directors shall be present, although such meeting is held without notice. A Director's presence at any meeting shall constitute a waiver of notice of such meeting and waiver of any defects in such notice, unless such Director's presence is for the express purpose of objecting to the meeting or the transaction of any business because the meeting is not lawfully called or convened.

Section 5.8 All Directors shall be members of the Chamber in good standing, and shall be of the age of majority. Directors shall serve without compensation.

Section 5.9 The term of office of each Director shall be three years, or until their successors have been duly elected and qualified. Directors may not serve more than two consecutive terms.

Section 5.10 Directors shall be elected by a majority vote of the general membership present at the December meeting. The slate of Directors nominated for election shall be selected by a nominating committee who may receive recommendations and nominations from any member of the Chamber then in good standing. The Chairman of the Board shall appoint the nominating committee at the September Board meeting, and the nominating committee shall present its list of proposed Directors at the October Board meeting. The Directors shall vote on the proposed slate of new Directors at the November Board meeting and submit the proposed slate of Directors for election by the general membership at the December meeting. The term of newly elected Directors shall commence January 1 following their election at the December meeting.

Section 5.11 Any vacancy occurring in the Board by death, resignation, or otherwise of a Director, shall be filled promptly by the remaining Directors, at the monthly meeting of the Board following such vacancy. The Director thus elected shall hold office for the unexpired term of the predecessor Director.

Section 5.12 Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election as provided in Section 5.10 above.

Section 5.13 Any Director may be removed either with or without cause, at any time, by a two-thirds vote of the remaining Directors, at any regularly scheduled monthly meeting of the Board or at a special meeting called for the purpose of removal of a Director. A Director shall forfeit his position as a Director if a Director misses three consecutive monthly meetings, unless a majority vote of all Directors determines there were extenuating circumstances excusing missing such meetings.

Section 5.14 Any Director may resign the office of Director at any time. Such resignation shall be made in writing and presented to the Chairman of the Board in person, by United States Mail, facsimile transmission or electronic mail, and shall take effect immediately without acceptance by the remaining Directors.

Section 5.15 The Chairman of the Board shall serve as the president of the Chamber. The immediate past president of the Chamber shall serve as a Director for one year following his term as Chamber president, unless such person is currently serving as a Director.

Section 5.16 The Board shall be responsible to hire an executive director and such other employees as may be necessary to operate the Tillman's Corner Community Center. The Board shall be responsible to set the compensation and benefits of such executive director and employees.

Section 5.17 No contract or other transaction between the Chamber or the Tillman's Corner Community Center and other persons, firms corporations or partnerships shall be affected or invalidated by the fact that any one or more of the Directors of the Chamber are interested in, or is a director or officer of such firm corporation or partnership, and any directors or officers of such firm, corporation or partnership, and any director, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the Chamber or in which this Chamber is interested; and no contract, act or transaction of the Chamber or Tillman's Corner Community Center with any person, firm, corporation or partnership shall be affected or invalidated by the fact that any Director of the Chamber is a party to, or interested in, such contract, act or transaction, or in any way connected with such person, firm, corporation or partnership, and each and every person who may become a Director of the Chamber is hereby relieved from any liability that might otherwise exist from contracting with the Chamber or Tillman's Corner Community Center for the benefit of himself or herself or any firm, corporation or partnership in which he or she may be in anyway interested.

Section 5.18 Directors shall not be personally liable for the debts or liabilities of the Chamber or the Tillman's Corner Community Center. The Chamber and the Tillman's Corner Community Center shall indemnify and hold harmless the Directors and Officers from any and all acts performed in their capacities as Directors or Officers. The Chamber shall at all times carry a blanket fidelity bond covering all employees with a limit of insurance per occurrence of not less than \$250,000.00.

Section 5.19 All questions of parliamentary procedure shall be decided by the Chairman of the Board according to the Roberts Rules of Order.

ARTICLE SIX - OFFICERS

Section 6.1 Officers shall be elected by a majority vote of the general membership present at the December meeting. The slate of Officers nominated for election shall be selected by a nominating committee who may receive recommendations and nominations from any member of the Chamber then in good standing. The president shall appoint the nominating committee at the October meeting of the general membership, and the nominating committee shall present its list of proposed Officers at the November meeting of the general membership. The election of Officers shall be conducted at the December meeting, and the general membership shall vote on the slate of Officers, as well as any nominations from the floor. The election of Officers at the December meeting will be by voice vote, but shall be by secret ballot if any member present at the meeting requests a secret ballot vote.

Section 6.2 The term of newly elected Officers shall commence January 1 following their election at the December meeting. Officers shall serve for one year, or until their successors are elected and duly qualified. No Officer shall serve more than two consecutive terms in the same office.

Section 6.3 The Officers of the Corporation shall be a president, first vice-president, second vice-president, secretary, treasurer, parliamentarian, and sergeant-at-arms, and such other Officers as the Board may from time to time determine. Any two or more offices may be held by the same person upon written designation by the Board.

Section 6.4 Any Officer may be removed with or without cause by a two-thirds vote of the Directors, at any regularly scheduled monthly Board meeting, or at a special meeting called for the purpose of removal of an Officer.

Section 6.5 All Officers shall serve without compensation, but may be entitled to reimbursement for extraordinary expenses as determined by the Board.

Section 6.6 All vacancies in any office shall be filled promptly by the Board, either at a regularly scheduled monthly meeting or at a special meeting called for the purpose of filling a vacancy.

Section 6.7 The Chamber Officers report to the Board, and their duties and powers shall be as follows and as shall hereafter be set by the Board:

President

- A. The president shall attend and preside over the monthly Board meetings as Chairman

of the Board and shall preside over the monthly meetings of the general membership.

B. The president may call and convene special meetings of the Board or general membership at the president's discretion. The president shall call a special meeting of the Board or general membership at the request of at least three Directors or at the request of at least ten members of the Chamber who are then in good standing. Notice of any special meetings of the Board or general membership shall be in accordance with these By-Laws.

C. The president shall appoint, discharge, and fix the compensation of all employees of the Tillman's Corner Community Center, with the approval of the Board.

D. The president shall sign and execute all contracts in the name of the Chamber or Tillman's Corner Community Center. The president or treasurer shall sign all notes, drafts, checks, or other orders for the payment of money. The president shall have the authority to delegate to the executive director of the Tillman's Corner Community Center the authority to sign and execute contracts, notes, drafts, checks, or other orders for payment for the Tillman's Corner Community Center, provided such delegation of authority is in writing. Notwithstanding the foregoing, the president shall not contract for an indebtedness of the Chamber or the Tillman's Corner Community Center in excess of One Hundred Fifty Dollars (\$150.00) without prior approval of the Board.

E. The president shall cause all books, reports, statements, and certificates to be properly kept and filed as required by law.

F. The president shall each year employ a certified public accountant to prepare the required tax returns and examine the books and accounts of the Chamber and the Tillman's Corner Community Center. The president shall determine the scope of work of such certified public accountant and arrange for compensation therefor. The scope of work shall include preparation of an annual report for the Board. The certified public accountant shall present such report to the Board for review and approval.

G. The president shall enforce these By-Laws and perform all the duties incident to the office of president and which are required by law, and generally supervise and control the business and affairs of the Chamber. The president shall perform such additional duties and functions, and have such additional authority and powers, as the Board may from time to time prescribe.

First Vice-President

A. The vice-president shall attend the monthly meetings of the Board and the monthly meetings of the general membership.

B. During the absence or incapacity of the president, the first vice-president shall perform the duties of the president, and when so acting shall have all the powers and be subject to all the responsibilities of the office of president. The first vice-president shall perform such

additional duties and functions, and have such additional authority and powers, as the Board may from time to time prescribe.

Second Vice-President

A. The second vice-president shall attend the monthly meetings of the Board and the monthly meetings of the general membership.

B. During the absence or incapacity of the first vice-president, the second vice-president shall perform the duties of the first vice-president, and when so acting shall have all the powers and be subject to all the responsibilities of the office of the first vice-president. The second vice-president shall perform such additional duties and functions, and have such additional authority and powers, as the Board may from time to time prescribe.

Secretary

A. The secretary shall keep and prepare minutes of Board meetings, and present at monthly Board meetings for approval the minutes of the immediate past meeting of the Board.

B. The secretary shall keep at the Chamber's principal office all corporate record books containing the acts of the Chamber and the minutes of the meetings of the Board. The minutes of all Board meetings shall be open daily, during the Chamber's usual business hours, for inspection by any Director, or any person duly authorized by the Board or by law to inspect such records, within the limits prescribed by law. At the request of the person entitled to an inspection thereof, the secretary shall prepare and make available a current list of the Chamber's Officers and Directors and their addresses of record.

C. The secretary shall be custodian of the records and seal of the Chamber, and shall execute and affix the seal to corporate papers when required. The secretary shall conduct the Chamber's official correspondence, preserve all books, documents and communications, and maintain an accurate record of the proceedings of the Chamber and the Board.

D. The secretary shall attend to the giving of notice of regular and special meetings of the Board or general membership. The secretary shall present to the Board at its monthly meetings all official communications received by the secretary. The secretary shall perform such additional duties and functions, and have such additional authority and powers, as the Board may from time to time prescribe.

Treasurer

A. The treasurer shall keep and prepare monthly profit and loss statements, records of monthly expenditures, and reports of the condition of the finances of the Chamber and the Tillman's Corner Community Center, and present at monthly Board meetings for approval such records of the

Chamber and the Tillman's Corner Community Center for the month preceding such meeting of the Board.

B. The treasurer shall have the care and custody of, and be responsible for, all the funds and securities of the Chamber and the Tillman's Corner Community Center, and shall deposit such funds and securities in the name of the Chamber or Tillman's Corner Community Center at Century Bank, at its Tillman's Corner branch, or such banks as the Board may designate.

C. The president or treasurer shall sign and execute all notes, drafts, checks, or other orders for the payment of money for the Chamber or Tillman's Corner Community Center. The treasurer shall have the authority to delegate to the executive director of the Tillman's Corner Community Center the authority to sign and execute such notes, drafts, checks, or other orders for payment for the Tillman's Corner Community Center, provided such delegation of authority is in writing.

D. The treasurer shall keep at the Chamber's principal office accurate books of account of the business and transactions of the Chamber and the Tillman's Corner Community Center. The books of account shall be open daily, during the Chamber's usual business hours, for inspection by any Director, or any person duly authorized by the Board or by law to inspect such records, within the limits prescribed by law.

E. If required by the Board, the treasurer shall give such bond as the Board shall determine appropriate for the faithful performance of the treasurer's duties.

F. The treasurer shall perform such additional duties and functions, and have such additional authority and powers, as the Board may from time to time prescribe.

Parliamentarian

A. The parliamentarian shall be familiar with the Articles of Incorporation, the By-Laws, as amended from time to time, and the Roberts Rules of Order. The parliamentarian shall attend meetings of the Board, and advise the Board on procedural issues, questions regarding the conduct of meetings, and application of the By-Laws and Roberts Rules of Order when requested to do so.

Sergeant-At-Arms

A. The sergeant-at-arms shall attend meetings of the Board and preserve and maintain order at Board meetings and otherwise execute commands of the President when requested to do so.

Other Officers

Other Officers shall perform such duties and have such powers as may be assigned to them by the Board.

ARTICLE SEVEN - MEMBERSHIP MEETINGS

Section 7.1 There shall be monthly meetings of the general membership conducted the first Wednesday of each month at 12:00 noon at the Tillman's Corner Community Center.

Section 7.2 Special meetings of the general membership may be called by the president, at the president's discretion. Notice of special meetings shall be made stating the date, time, place and general business to be conducted thereat, at least ten days prior to the scheduled date for such special meeting. Attendance by any member at a special meeting shall act as a waiver of notice.

Section 7.3 In the transaction of business the act of a majority of the general membership present at a meeting, except as otherwise provided by law, these By-Laws, or the Articles of Incorporation, shall be the act of the members, provided a quorum is present at such meeting. A quorum for action by the general membership shall be one-fourth of the entire membership.

Section 7.4 All questions of parliamentary procedure shall be decided by the president according to the Roberts Rules of Order.

ARTICLE EIGHT - COMMITTEES

Section 8.1 The president shall establish such committees as the president deems necessary for the efficient operation of the Chamber and the Board, and shall establish the functions, duties and powers of such committees.

Section 8.2 The president shall appoint Chamber members in good standing to serve on such committees. However, no committee appointment shall be for a term longer than the term of the appointing president.

Section 8.3 Committee members may adopt such rules and regulations for the conduct of meetings and the management of their committees as they may deem appropriate, as long as such acts are not inconsistent with the instructions of the president, the Board, the law or these By-Laws.

Section 8.4 No committee shall represent the Chamber in advocacy of, approval of or opposition to, any project or function without specific written authorization from the Board.

Section 8.5 A majority of the members of a committee shall constitute a quorum to conduct business at any meeting of the committee. Committees shall determine the dates, times and places of their meetings, and notice shall be given in the same manner as notices for meetings of the Board or general membership.

Section 8.6 Committees shall conduct investigations and make recommendations to the Board. Committees may report in writing to the Board, or by verbal reports at monthly Board meetings.

Section 8.7 No Chamber committee shall contract for any debt on its behalf that shall render the Chamber or the Tillman's Corner Community Center liable for payment of any sum, unless the committee shall have prior written consent of the Board to contract for such debt.

ARTICLE NINE - COMMUNITY CENTER EXECUTIVE DIRECTOR

Section 9.1 The Board shall hire an executive director to operate the Tillman's Corner Community Center and determine the compensation and benefits for such executive director.

Section 9.2 The executive director shall be responsible for the management of the Center, the day to day operations of the Center, scheduling events for use or rent of the Center, accepting payments and remittances for use or rent of the Center, ensuring the security of the Center, and such other duties as may be required by the Board.

Section 9.3 The executive director shall present written reports of the status of the Tillman's Corner Community Center to the Board at the Board's monthly meetings.

Section 9.4 The executive director shall not be a Chamber officer or Director.

ARTICLE TEN - AMENDMENTS TO THE BY-LAWS

Section 10.1 These By-Laws may be amended or altered by a two-thirds majority vote of the entire Board, provided notice for the meeting where amendments may be considered includes the proposed written amendments and the notice occurs at least ten days in advance of the meeting.