

Finnish American Chamber of Commerce By-Laws

ARTICLE I GENERAL

SECTION 1. NAME AND PURPOSE

- A) This organization is incorporate under the laws of the State of Florida and shall be known as Finnish American Chamber of Commerce, Florida Chapter, Inc.
- B) Finnish American Chamber of Commerce, Florida Chapter, Inc. (FACC-FL) is dedicated to
Protect, develop, encourage, promote and foster trade, business, financial or professional interests and commercial relations between Finland and United States. The Chamber also strives to foster a more enlarged and friendly relationship between businesses interested or active in trade between Finland and United States, as well as to afford opportunities for its members to extend and continue social, cultural and educational activities on a strictly non-political, non-partisan basis for mutual benefit.

ARTICLE II MEMBERSHIP

SECTION 1. ELIGIBILITY

Any person, association, corporation, partnership or other legal entity that is actively engaged in business and that has an interest in objectives of the Corporation shall be eligible to apply for membership.

SECTION 2. ACCEPTANCE OF MEMBERS

Applications for membership shall be written, on forms provided for the purpose, and signed by the applicant. The President shall review all applications and submit them to the Board of Directors with their recommendations. Acceptance of Members shall be by a two thirds (2/3) vote of the Board of Directors present at any meeting thereof. Any applicant so elected shall become a Member upon payment of the regular scheduled dues as provided in Section 3 of Article II.

SECTION 3. DUES

Membership dues shall be paid at such times and in such amounts as provided by the rate schedules and formulas adopted by the Board of Directors.

SECTION 4. VOTING

Each Corporate Member shall be entitled to cast one (1) vote. Business Members, Non-Profit members, and Individual Members do not have voting rights.

SECTION 5. EXERCISE OF PRIVILEDGES

- A) Any association, corporation, partnership or other legal entity holding corporate membership shall nominate three 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.

SECTION 6. HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to honorary membership. Honorary Members shall have all the privileges of Members, except the right to vote or to hold office, and shall be exempt payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

SECTION 7. CORPORATE MEMBERSHIP

Any company who is actively engaged in their business in the state of Florida shall be eligible to be a Corporate Member. Corporate Member shall have all the rights and privileges of regular Members, and is eligible to cast one vote and holding office. They shall pay such dues as may be fixed by the Board of Directors.

SECTION 8: BUSINESS MEMBERSHIP

Any person who is actively engaged in a firm, association, corporation, partnership, or estate having an interest in the objectives of the FACC-FL shall be eligible to be a Business Member. Business Member shall have all the rights and privileges of regular Members, except voting. They shall pay such dues as may be fixed by the Board of Directors.

SECTION 9. NON-PROFIT MEMBERSHIP

Any non-profit organization who is actively engaged in their own non-profit business shall be eligible to be a Non-Profit Member. Non-Profit Member shall have all the rights and privileges of regular Members, except voting and holding office. They shall pay such dues as may be fixed by the Board of Directors.

SECTION 10. INDIVIDUAL MEMBERSHIP

Any person who is not actively engaged in their own business shall be eligible to be an Individual Member. Individual Member has all the rights and privileges of regular Members, except voting and holding office. They shall pay such dues as may be fixed by the Board of Directors.

SECTION 11. TERMINATION

- A) Any member may resign from the Corporation upon written request to the Board of Directors.
- B) Any Member shall be expelled by the Board of Directors for nonpayment of dues after sixty (60) days from the due date, unless otherwise extended for good cause, as determined by a majority vote of the Board of Directors.

ARTICLE III MEETINGS

SECTION 1. ANNUAL MEETING OF MEMBERS

The annual meeting of the Chamber of Commerce shall be held at a time and

place fixed by the Board of Directors. Written notice stating the date, place and hour of the annual meeting shall be delivered to the general membership no less than ten (10) days before the meeting, either personally, through the mail, by e-mail, facsimile or in the FACC-FL Newsletter.

SECTION 2. SPECIAL MEETINGS OF MEMBERS

Special meeting of the FACC-FL shall be held when directed by the President or a majority of the Board of Directors. Written notice stating the date, place, hour and purpose of the special meeting shall be delivered to all Members not less than ten (10) days before the meeting, either personally or through the mail.

SECTION 3. VOTING AT ANY MEETINGS

At all general membership meetings, each Member of FACC-FL shall be entitled to one vote according to Article II, section 4 for each proposal presented at the meeting. The act of a majority of the votes shall be the act of the general membership. Votes may be cast in person or by written authorized proxy. In order for a proxy to be valid, it must be executed in writing by the Member, and shall state with specificity its intent and its date of issue. No proxy shall be valid after the expiration of the thirty (30) days from the date of its execution.

SECTION 4. QUORUMS AT GENERAL MEMBERSHIP MEETINGS

At any duly called membership meeting of the FACC-FL, ten percent (10%) of the general membership of the FACC-FL shall constitute a quorum. If a quorum is not present at a given membership meeting, that meeting is not valid.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. FUNCTION

All corporate powers shall be exercised by or under the authority of the Board of Directors. Such Directors shall in all cases act as a Board, regularly convened, pursuant to majority vote. They may adapt rules and regulations for the conduct of their meeting and the overall management of the corporation, as they may deem proper, consistent to these by-laws or the laws of the State of Florida.

SECTION 2. DUTIES

- A) President. The President shall serve as the executive head of the Corporation and shall preside at all business meetings of the membership, and Board of Directors. The President shall prepare agenda for all Board meetings. The President shall be responsible to keep official copies of the Papers of Incorporation, By-laws, rules, procedures and all other legal and official documents of the Corporation. The President shall be responsible of the Public Relations of the Corporation and liaison with other Chamber of Commerce's.
- B) Vice-president. The Vice-president shall exercise the powers and authority and perform the duties of President, in absence or disability of the President.
- C) Corporate Secretary. The Corporate Secretary shall notify Officers,

Committee and other Members given assigned tasks of their appointment. The Corporate Secretary shall keep minutes of the monthly meetings and distribute copies to all board members in a timely manner.

- D) **Treasure.** The Treasure shall be responsible for the safeguarding of all funds received by the Corporation and for proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. The treasure shall cause a monthly financial report to be made to the Board.
- E) **Membership Secretary.** The Membership Secretary will keep record of members and give a monthly report to the Board.

SECTION 3. ELIGIBILITY

Each Director must be at least legal age, good standing and reside at the state of Florida and appointed Representative to the Corporation. Any Representative may run for the election to the Board of Directors, without regard to the physical location of their business and be elected to the Board in annual election.

SECTION 4. NUMBER OF DIRECTORS

The Board of Directors shall at all times be comprised of 5 members including President, Vice President, Corporate Secretary, Membership Secretary and Treasurer.

SECTION 5. TERM OF OFFICE

Each Director shall hold office for term of two (2) years, commencing at the annual meeting following his or her election. Each Director is entitled to stand for election to two (2) full consecutive three (3) terms).

SECTION 6. NOMINATING COMMITTEE

Board of Directors shall form a nominating committee, which will present new slate of candidates Names of individuals seeking election to the Board of Directors, along with their company name and telephone number shall be printed in the FACC newsletter or FACC-Florida Web pages.

SECTION 7. TERMINATION FROM BOARD OF DIRECTORS

Any director may resign from the Board upon written request to Board of Directors, without resigning as a member of the Corporation.

SECTION 8. VACANCIES

Any vacancy occurring on the Board of Directors, including any vacancy caused by an increase in the number of Directors may be filled by the majority of the Board of Directors.

SECTION 9. MONTHLY BOARD OF DIRECTORS MEETINGS

Regular meetings of the Board of Directors shall be held as decided by the Board of Directors.

SECTION 10. VOTING AT BOARD OF DIRECTORS MEETING

All Board of Directors meeting, each Director shall be entitled to one vote for

each proposed presented at the meeting. The act of a majority of the quorum shall be the act of the Board of Directors.

SECTION 11. QUARUM AT BOARD OF DIRECTORS MEETING

At any Board of Directors meeting, two thirds (2/3) of the total number of Directors shall constitute a quorum. If a quorum is not present at a given Board of Directors meeting, the meeting is not valid.

SECTION 12. INDEMNIFICATION

Every director of the Chamber shall be indemnified by the Chamber against all expenses and liabilities, including counsel, fees, reasonably incurred by or imposed upon him/her in connection with any proceedings or any settlement of any proceedings or any settlement of any proceeding to which he/she may be party of in which he/she may become involved by reason of his/her being or having been a director of the Chamber, whether or not he/she is a director at the time such expenses are incurred, except when the director is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties. In the event of settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Chamber. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director may be entitled.

ARTICLE V FINANCES

SECTION 1. FUNDS

All money paid to the Corporation shall be placed in the appropriate account.

SECTION 2. DISBURSEMENTS

The President and the Treasurer are authorized to access corporate funds, to prepare disbursements on accounts and expenses approved and provided for in the budget. Checks to be disbursed shall be signed by the Treasurer or the President.

SECTION 3. BUDGET

Budget shall be prepared and approved by the Board of Directors annually.

SECTION 4. FINANCIAL STATEMENT

The Financial statement shall be prepared by an accountant at the end of the fiscal year. The statement shall at all times be available to the Members of the organization within the offices of the Corporation.

ARTICLE VI AMENDMENTS

SECTIONS 1. AMENDMENTS

These by-laws may be amended or altered by a two-thirds (2/3) vote of the quorum of Board of Directors at any regular or special Board of Directors meeting, provided the notice for the meeting includes the proposals for amendments. Any proposal amendments or alterations shall be submitted to the Board members in writing at least ten (10) days before the meeting at which they are to be acted upon.

SECTION 2. AUTHORITY OF BY-LAWS

This set of By-laws, approved by the Board of Directors of the Corporation, supersedes and replace any and all existing and/or previous by-laws as of the date set forth below and caused to be printed at the bottom of each page hereof.

Effective Date: May 19th, 2011

CERTIFICATION

We, undersigned, do hereby certify:

That we are the duly elected and acting President, and Board Members of Finnish American Chamber of Commerce, Florida Chapter, Inc., and by these By-laws were duly adopted at a meeting of the Board of Directors thereof, held on 19th May, 2011.

IN WITNESS THEROF, we have hereunto subscribed our names this May 19th, 2011.

Lena Hartikainen, President

Peter Makila, Vice President

Merja Koskinen, Corporate Secretary
Membership Secretary

Heidi Uuranniemi, Treasurer