

**AMENDED AND RESTATED
BYLAWS
OF
BUSINESSFORCE, INC.**

ARTICLE 1 – Name and Location

The name of this corporation shall be BUSINESSFORCE, Inc., (“Corporation”), and its principal office shall be located at 75 South Ivanhoe Boulevard, Orlando, Florida 32804.

ARTICLE II – Purposes and Objectives

The corporation shall be a voluntary, not-for profit, non-partisan political committee, not affiliated with any political party. The purposes of the corporation shall be to promote fair and responsible issues that enhance business; support candidates for state, county, school board and municipal offices who recognize and are supportive of sound business practices; and to solicit contributions in aid of the purposes of the Corporation. All activities shall be conducted in accordance with the laws of Florida.

ARTICLE III – Enabling Clause

The Corporation is established pursuant to the terms of Chapter 106 of the Florida Statutes, as amended. The Corporation is not affiliated with any political party nor with any specific candidate for election and may, within the limits of the applicable law, do all things necessary or desirable for the attainment of its stated purpose.

ARTICLE IV – Membership

Section 1. Eligibility and Required Contribution.

- a. Eligible Parties. The following shall each be an “Eligible Party”:
- (i) A member in good standing of Central Florida Partnership, Inc.;
 - (ii) A member in good standing of the Orlando Regional Chamber of Commerce;
 - (iii) A member in good standing of the Central Florida Chambers of Commerce Alliance (an “Alliance Chamber”);
 - (iv) A member of each Alliance Chamber that becomes a member of the Corporation; and
 - (v) An individual who is an employee of a member in good standing of Central Florida Partnership, Inc., the Orlando Regional Chamber of Commerce or an Alliance Chamber that has become a member of the Corporation.

Notwithstanding anything in these Bylaws to the contrary, no person who has announced, filed for, has been elected to or is currently serving in a local, state or federal elected office shall be an Eligible Party.

- b. Required Contributions. To become a member of the Corporation, an Eligible Party must (i) submit to the Board of Directors (as defined in Article VI below) an application in such form as may be required and (ii) shall contribute to the Corporation pursuant to an established dues “check-off” formula or as otherwise determined by the Board of Directors and allowable under Florida law.
- c. Conditions for Alliance Chambers. The Board of Directors may adopt conditions to be satisfied by Alliance Chambers in order for any Alliance Chamber to serve as an affiliate of the Corporation for the express purposes and objectives found within Article II.

ARTICLE V – Officers

Section 1. Enumeration. The officers of the Corporation shall consist of the Chair, the Vice Chair, the General Counsel, the Secretary-Treasurer, the President and such other officers, including additional Vice Chairs, as designated by the Board of Directors from time to time. Except as otherwise specified in this Article V, officers shall be elected by the Board of Directors to serve a term of one (1) year.

Section 2. The Chair.

- a. Appointment. The chair of Central Florida Partnership, Inc., shall appoint the Chair, who shall serve a term concurrent with that of the chair of Central Florida Partnership, Inc.
- b. Duties. The duties of the Chair shall include, but not be limited to; (i) presiding over all Board of Directors meetings; (ii) coordinating the solicitation of contributions by the Corporation; (iii) providing financial support for or against governmental issues and for candidates for state and local offices as directed by the Board of Directors; (iv) directing the Secretary-Treasurer to disburse funds; (v) executing reports and other documents on behalf of the Corporation; (vi) executing contracts and approving payment of receipted bills; and (vii) nominating all Additional Directors for election by a majority of the Automatic Directors.

Section 3. Vice Chair. The chair-elect of Central Florida Partnership, Inc., shall serve as Vice-Chair of the Corporation. The Vice-Chair shall serve in the absence or temporary incapacity of the Chair.

Section 4. Secretary-Treasurer. The Secretary-Treasurer shall be the president of Central Florida Partnership, Inc. The Secretary-Treasurer shall keep correct and complete minutes of proceedings of the Board of Directors and shall perform further duties as are customarily performed by the Secretary-Treasurer of a political committee or as directed by the Board of Directors. The duties of the Secretary-Treasurer shall include, but are not limited to, the following:

- a. Advising the Chair and the Board of Directors of the total amounts of funds held by the Corporation, the disposition of disbursements by the Corporation, and such other information as may be appropriate.
- b. Keeping and maintaining all required records regarding contribution and expenditures and fill all necessary reports with appropriate local and state authorities;
- c. Establishing and maintaining one (1) or more bank accounts for all contributions received;
- d. Keeping a detailed account of:
 - (i) all contributions made to or for the Corporation,
 - (ii) the full name, mailing address, occupation and principal place of business of every person making a contribution, and the date and amount thereof;
 - (iii) all expenditures made by or on behalf of the Corporation, the full name, mailing address, occupation and principal place of business of every person to whom any expenditure is made, the date an amount thereof, and the name and address and office sought by each candidate on whose behalf such expenditure was made, and receipted bills stating the particulars for every expenditure made by or on behalf of the Corporation;
- e. Disbursing funds at the direction of the Chair; and
- f. Filing with the appropriate governmental officials reports of receipts and expenditures on the prescribed forms required by law.

Section 5. President: The President shall serve as the Chief Executive Officer of the Corporation. The President shall be a non-voting member of the Board of Directors, and all boards, committees (except as otherwise set forth in these Bylaws), project teams, task forces and advisory committees. The President shall be appointed by, and serve at the pleasure of, the president of Central Florida Partnership, Inc.

Section 6. Duties of All Officers. In addition to such duties specifically enumerated above, the officers shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other and further duties as prescribed in these Bylaws and as may from time to time be required of them by the Board of Directors or the Chair.

Section 7. Vacancies. Any vacancy occurring in the office of Chair shall be filled by appointment of the chair of Central Florida Partnership, Inc. Any vacancy occurring in the office of President shall be filled by appointment of the president of Central Florida Partnership, Inc. Any vacancy occurring in any of the enumerated offices other than Chair or President shall be filled by such former officer's designated successor at Central Florida Partnership, Inc. Should any other officer be unable to serve, the Chair

shall nominate, and upon the concurrence of a majority of Board of Directors, fill the vacant office for the remainder of its term with a member of the Board of Directors.

ARTICLE VI – Board of Directors

Section 1. Composition. The Board of Directors of the Corporation (which shall be the “Board of Trustees” referred to in the Corporation’s Articles of Incorporation) shall be selected from Eligible Parties in the following manner:

- a. Automatic Directors. Such Directors shall include the following persons who shall serve by virtue of position:
 - (i) the chair of Central Florida Partnership, Inc.;
 - (ii) the chair-elect of Central Florida Partnership, Inc.;
 - (iii) the president of Central Florida Partnership, Inc.;
 - (iv) the immediate past chair of Central Florida Partnership, Inc.;
 - (v) the Chair of the Corporation; and
 - (vi) the President of the Corporation, who shall serve as a non-voting Director.

In the event that any of the foregoing persons, other than the Chair or the President, is unable or unwilling to serve as a Director, the Chair may appoint an additional Additional Director in accordance with Article VI, Section 1.b.

- b. Additional Directors. Such Directors, not to exceed 28, shall be nominated by the Chair from Eligible Parties and elected by the Automatic Directors, and shall have a demonstrated and recognized knowledge of, and expertise in, regional and state public affairs.
- c. Past Chairs. Such Directors shall be those persons who have served previously as Chair of the Corporation, provided that they agree to serve as Directors.

Except for the President, all Directors of the Corporation, regardless of category, must have contributed, or be from Eligible Parties that have contributed, an amount determined by the Board of Directors to the Corporation for the year in which such Director shall serve, or be subject to removal and replacement by the Chair.

Section 2. Term of Office. An Automatic Director, other than the Chair or the President, shall serve only for the term in which his or her concurrent office is held at Central Florida Partnership, Inc. Additional Directors shall serve for the term of their election and may be re-nominated for an additional term or terms pursuant to Article VI, Section 1.b.

Section 3. General Responsibility. The Board of Directors shall possess and exercise all powers of the Corporation, subject to such limitations as may be imposed by the Board. The Board of Directors shall be vested with the powers possessed by the Corporation itself as provided by law, including the powers to determine the policies of the

Corporation and prosecute its purposes, to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the budget of the Corporation, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 4. Regular and Special Meetings. Regular meetings of the Board of Directors shall be called at least once during a calendar year by the Chair, or in his absence the Vice Chair, by written notice (which may be by electronic mail) to all Directors specifying the day, time and place of the meeting, with the notice being sent at least five (5) days in advance of the date of the meeting. A special meeting or meetings determined to be necessary for carrying out the functions of the Corporation shall be called by the Chair in the same manner as a regular meeting. Notice of any meeting shall be considered given to a Director at his or her address (or e-mail address) specified in the records of the Corporation as long as the Director has been notified by any reasonable means. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice, and may be waived, in a writing, by any Director either before, at or after such meeting.

Section 5. Action Without A Meeting. Any action which might be taken at any meeting of the Board of Directors may be taken without such meeting by a writing or writings signed by a majority of all Directors (or transmitted by such Directors via electronic mail). The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Corporation and inserted in the permanent records relating to meetings of the Board of Directors.

Section 6. Quorum and Voting. A majority of all Directors shall constitute a quorum at any meeting. At any meeting, a majority vote of those Directors present at any such meeting shall be necessary for the adoption of any resolution or the taking of any action at such meeting, except the final endorsement of any candidate or issue shall require a majority affirmative vote of all Directors present and voting at the meeting (effectively treating abstentions as negative votes). In the absence of a quorum, the meeting may adjourn subject to call by the Chair or the presiding officer at the meeting. For purposes of any vote, each Director shall have one (1) vote.

Section 7. Attendance Requirements. Any Director absent from two (2) consecutive meetings of the Board of Directors may be removed by the Chair and a replacement appointed by the Chair.

Section 8. Endorsement Protocols. All Directors shall enter into a pledge of confidentiality for purposes of the candidate endorsement process, in such form as prescribed by the Corporation. Should candidate interviews be undertaken, Directors shall attend and participate. Directors shall disclose to the Chair any and all existing or potential conflicts of interest with respect to any candidate or potential candidate who may be considered for endorsement, including but not limited to familial or business relationships or the receipt of compensation for any campaign work in connection with any such candidate. The Chair shall determine, in his or her sole and absolute discretion, whether or not such Director may appropriately serve on the Board of Directors during the course of the review of such candidate or potential candidate.

Section 9. Additional Membership Issues. Not more than one (1) representative of an Eligible Party may serve as an Additional Director; however, another representative of the same Eligible Party may serve as an Automatic Director pursuant to Article VI, Section 1.a., and as a Past Chair Director pursuant to Article VI, Section 1.c.

ARTICLE VII – Contributions

Section 1. Voluntary Contributions. Contributions to the Corporation shall be wholly voluntary and no direct or indirect pressure or coercion shall be exerted on any persons to induce or compel a contribution.

Section 2. Unrestricted Nature of Contributions. The Corporation shall accept contributions in only cash or check. If approved by the Board of Directors, contributions may be accepted which are earmarked for a political committee or candidate.

Section 3. Funds in Excess of Legal Limits. The Secretary-Treasurer shall return to a donor any contribution which exceeds, in amount, the limits set by applicable law.

Section 4. No Commingling. Except as provided in Article VII, Section 2, Corporation funds shall not be commingled with those of any individual or any other organization, nor shall they inure to the benefit of any Director or any Eligible Party.

ARTICLE VIII – Endorsement of Candidates

In making any determination to endorse a candidate or distribute funds for or against issues or for candidates, the Board of Directors shall consider, but not necessarily be limited to considering, the following:

1. The integrity and character of the candidate;
2. Whether the candidate had held or has had the potential for holding a leadership or policy-shaping position in his party or on a legislative committee;
3. The candidates position (or voting record) on issues involving economic development and other business issues of local, state and national importance; and
4. Sources of financial assistance available to the candidate other than from the Corporation.

ARTICLE IX – Conflicts of Interest

No Directors, nor any member of any Director's immediate family, may receive any contribution or financial support from the Corporation.

ARTICLE X – Indemnification

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or employee of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer or employee of another corporation (whether non-profit or for profit), partnership, joint venture, trust or other enterprise, against any liability asserted against and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of the Articles of Incorporation or under Florida Not For Profit Corporation Act.

ARTICLE XI – Fiscal Year

The fiscal year of the Corporation shall be from January 1 through December 31.

ARTICLE XII – Accounts

The Corporation shall keep accurate and complete books and records of accounts. Funds of the Corporation shall be deposited in such banks or depositories as the Board of Directors shall approve. The Corporation's books shall be audited not less than once each calendar year by a finance committee appointed by the Chair or by an independent auditor selected by the Board of Directors.

ARTICLE XIII – Bonds

The Chair, the President, the Secretary-Treasurer and such other persons as may be designated by these Bylaws to sign checks, shall be covered individually and collectively by bonds in a sum as determined from time to time by the Board of Directors. Also, such other employees of the Corporation, as may be deemed necessary, shall be covered by appropriate bonds. All said bonds shall be executed through an approved indemnity company, and the cost thereof shall be paid by the Corporation.

ARTICLE XIV – Amendments

The Bylaws may be amended by a vote of a majority of the Directors at any meeting called for that purpose.

ARTICLE XV – Parliamentary Rules

The proceedings of all meetings of the Board of Directors and all committees shall be governed by and conducted according to the latest edition of *Robert's Rules of Order*.

ARTICLE XVI – Dissolution of the Corporation

The authority to dissolve the Corporation rests with the Board of Directors. In the event of a dissolution of the Corporation, all of its assets, after all expenses, liabilities and

debts have been paid and after the return to any person of any property held by the Corporation which requires the same to be returned, transferred or conveyed in the event of dissolution, shall be distributed to an organization which is exempt from taxation under the provisions of the Internal Revenue Code.

Adopted by the Board of Directors on December 11, 2008.