

**AMENDED AND RESTATED BY-LAWS
OF THE
THE GREATER WOODLAND PARK CHAMBER OF COMMERCE
(May 5, 2010)**

**ARTICLE 1
GENERAL**

- 1.1 NAME** This organization is incorporated under the Laws of the State of Colorado and shall be known as the Greater Woodland Park Chamber of Commerce (hereinafter referred to as the “Chamber”). The name of the organization may be changed by an affirmative vote of a majority of the Board of Directors.
- 1.2 PURPOSE** The purpose of the Chamber is to improve the overall business climate for its members through sponsorship and support of mutually supportive activities which promote business and support the overall business climate, stimulate tourism and economic growth, promote civic development, and enhance the quality of life for our citizens. Based upon this stated purpose, the Board of Directors shall adopt and approve a mission statement, which shall be reviewed annually.
- 1.3 LIMITATION OF METHODS** The Chamber shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(C)(6) of the Internal Revenue Code.
- 1.4 PRINCIPAL OFFICE** The principal office of the Chamber shall be in Teller County, Colorado, at such location as the Board of Directors may from time to time designate by resolution. The Chamber also may have one or more other offices as such other place or places as the Board of Directors may from time to time designate or as the affairs of the Chamber may require.

**ARTICLE 2
MEMBERSHIP**

- 2.1 ELIGIBILITY** Any person, association, partnership, limited partnership, corporation, limited liability company, or political subdivision of the State of Colorado having an interest in the business and objectives of the Chamber meeting the criteria for membership set forth below and being of good character shall be eligible for membership.
- 2.2 APPLICATION** Each applicant for membership shall submit a written application to the President on forms provided by the Chamber. The President or his / her designee shall review applications and shall submit a list of new members to the Board of Directors at the following meeting. The Board of Directors shall have the authority to accept or reject any application. Any applicant approved by the Board of Directors shall become a member upon payment of regularly scheduled dues as provided herein.

2.3 CLASSIFICATION There shall be four classes of membership: Business, Affiliate, Associate and Honorary. Definitions of the four classes shall be as follows:

A. Business Member: Any sole proprietorship, partnership, limited partnership, limited liability company, or corporation which owns or operates a business. If such member has an interest in more than one business, such membership shall be limited to one business which shall be designated by such member. However, nothing herein shall preclude additional memberships for other businesses of such member.

B. Associate Member: Any employee of a member business.

C. Affiliate Member: Any non-profit organization or an individual not associated with a member business and interested in community promotion and desiring membership in the Chamber.

D. Honorary Member: The Executive Committee may award honorary membership to persons who have been nominated by a Board Member or the President. Honorary members shall be entitled to limited membership privileges, as determined by the Executive Committee, and shall be exempt from all dues.

2.4 TERMINATION OF MEMBERSHIP

A. Any member may resign from the Chamber upon written notice or other notification to the President.

B. Membership shall be terminated in the event dues have not been paid for a period of 90 days from the due date unless the due date is extended by the President for good cause, provided that in no event shall such extended due date exceed 180 days from the original due date. An extension does not change a member's renewal date.

2.5 ANNUAL MEETINGS The annual meeting of the Chamber membership shall be held on such day and at such hour and place as the Board of Directors duly may fix. Notice of such annual meeting shall be mailed and/or emailed to the membership not fewer than fourteen (14) days before such annual meeting.

2.6 REGULAR MEETINGS The Board of Directors from time to time may establish regular meetings of the membership at such dates, times, and places as the Board of Directors duly may fix.

2.7 SPECIAL MEETINGS Special meetings of the membership may be called by the Executive Committee, Chairman of the Board or any two or more directors. The person(s) calling such meeting shall give written notice thereof to all members not fewer than ten (10) calendar days prior to such meeting, specifying the place, date, time, and purpose of such meeting. Only matters specified in the notice for a special meeting can be considered at the special meeting for which such notice was given.

- 2.8 QUORUM** A quorum for all meetings of the membership shall consist of two-tenths of the then current membership.
- 2.9 NOTICE** Notice of membership meeting, if required, shall be mailed, faxed and/or emailed. Such notice shall be deemed delivered when either deposited in the United States mail, addressed to the member at such member's address as it appears on the records of the Chamber, faxed or emailed to the member at such member's fax number or email address as it appears in the records of the Chamber. Any member or director may waive notice of any meeting and attendance at any meeting shall constitute such waiver unless such member or director attends for the sole purpose of protesting the holding of such meeting as not lawfully convened.
- 2.10 VOTING** Except as otherwise provided herein, any matter may be considered at any annual or regular meeting. At any meeting at which a vote of the members shall be conducted, each member who is not an honorary member shall be entitled to one vote. Such vote shall be exercised by the member or by a person designated by the member. Absent written notice to the contrary, the Chamber shall be entitled to rely on the fact that the individual casting the member's vote has been duly designated by such member. Unless otherwise required by these By-laws or Colorado law, any action to be taken by the members shall be approved by the vote or concurrence of a majority of the members present at any duly called meeting at which a quorum is present.

ARTICLE 3 DUES

- 3.1 PAYMENT** Members shall pay annual dues in accordance with the dues schedule approved by the Board of Directors.
- 3.2 FAILURE OF PAYMENT** See Article 2, Section 2.4 B.
- 3.3 MODIFICATIONS** Changes to the dues structure shall be presented for approval of the Board of Directors at a regular or special meeting. To be adopted, the dues structure change must receive the affirmative votes of a majority vote of the Board members present at the meeting at which a quorum is present.

ARTICLE 4 BOARD OF DIRECTORS

- 4.1 GENERAL POWERS** The business and affairs of the Chamber shall be managed by a Board of Directors. In addition to the powers expressly conferred by these By-laws, the Board of Directors may exercise all such other powers that are not prohibited or expressly reserved to the members by statute, the Articles of Incorporation, or these By-laws.

4.2 NUMBER OF DIRECTORS; TERM The Board of Directors shall consist of thirteen (13) directors elected pursuant to this Article 4 and who shall each be qualified to vote. Directors shall be elected for a term of three (3) years each, with an objective of approximately one-third (1/3) of Directors elected each year. Once a Director has served his / her first three year term, he / she must be nominated by the Nominating Committee and approved in accordance with Article 4.4 to be able to serve a second consecutive three year term. If a Board Member has already served two full consecutive three-year terms, then that Board Member shall not be eligible for election to a third term until a period of one year has elapsed from the time of the Board Member's last service on the Board. If the Chairman of the Board serves in that position in the third year of his / her first or second three-year term on the Board, then he / she will continue to serve as a voting member of the Board in the position of Immediate Past Chairman for the year after his / her term as Chairman of the Board.

4.3 QUALIFICATION OF DIRECTORS No person may be elected or continue to serve as a director of the Chamber unless such person is a member, other than an Honorary Member of the Chamber. No person may serve more than six (6) consecutive years as a Director except as provided for in Article 5.7. A period of one (1) year must elapse before eligibility is restored.

4.4 NOMINATION, ELECTION AND SEATING OF DIRECTORS

A. Nominating Committee. Not later than the regular September Board meeting, the Chairman of the Board shall appoint a Nominating Committee of three members, one of which shall be the Chairman-Elect who shall chair the Committee, unless otherwise approved by a majority vote of the Board of Directors. The Nominating Committee shall present to the Board a slate of candidates for the directors whose terms are expiring. The Secretary shall notify the membership by mail and/or email of the persons nominated for Director to replace those whose terms are expiring and of the right to petition. The Nominating Committee shall present to the Board a slate of candidates to fill positions vacated by resignation, removal or vacancies caused by any other reason other than expiration of term and the board shall by affirmative vote approve the Directors to fill such vacancies.

B. Nomination by Petition. Additional candidates for Director to fill expiring terms can be nominated by petition bearing the genuine signatures of at least ten (10) members of the Chamber who are in good standing. Any such petition shall be delivered to the Chamber, addressed to the Chairman of the Nominating Committee, within 15 days after notice of the Nominating Committee's nominees has been mailed and/or emailed to the membership. The determination of the Nominating Committee as to the legality of the petitions and the validity of the petitions signatories shall be final for all purposes.

C. Election. If no petition is filed within the designated period, the nominations of Directors to fill expiring terms shall be closed and the candidates submitted by the Nominating Committee shall be declared elected by the Board

If valid, timely petition(s) shall present one or more additional candidates for Directors to fill expiring terms, the names of all candidates (those nominated by the Nominating Committee and by petition) shall be arranged on a ballot in alphabetical order with instructions to vote for a number of candidates equal to the number of directorships to be filled. The Secretary shall mail a ballot package to all members in good standing. Ballots must be returned to the Chamber office by the close of business on the 15th day after mailing.

The ballot package shall consist of:

1. A paper ballot to be marked and returned;
2. A sealable Return Ballot Envelope with the word "Ballot" printed or stamped on the face;
3. A larger, sealable transmittal envelope, which must be signed by the voting member or its authorized agent, into which the Ballot Envelope may be placed, which may be mailed or delivered to the Chamber office.

The ballot packages shall be retained in a secure place at the Chamber office for delivery to the Executive Committee at the close of the ballot period, after which the Executive Committee shall first verify the eligibility of the voter, then separate the Ballot envelopes from the transmittal envelopes without opening the Ballot envelopes, then open the Ballot envelopes and count the ballots.

The Executive Committee shall have supervision of the verification, opening, counting and auditing of the ballots, and shall report the results of the balloting to the Board and to the Annual Meeting of the Membership. The determination of the Executive Committee as to the legality and the validity of the ballots shall be final for all purposes.

D. Seating. All newly elected Directors and officers shall be seated at the regular January Board meeting.

4.5 REGULAR MEETINGS Regular meetings of the Board of Directors shall be held at least once each month as the Board of Directors shall agree upon by resolution duly adopted establishing the time, date and place of such meetings without any notice other than such resolution setting such meetings, unless otherwise approved by a vote of the Board of Directors.

4.6 SPECIAL MEETINGS Special meetings of the directors may be called by the Chairman of the Board or any two or more directors. Telephone notice of such meeting shall be given to all directors to the extent possible not fewer than two calendar days prior to such meeting, specifying the place, date, time and purpose of such meeting, unless such notice is waived at such special meeting. Special meetings of the directors

may be convened in person or by conference call. All requirements herein for a quorum or other percentage of the then sitting board shall apply to special meetings in person or by conference call.

4.6A ACTION WITHOUT A MEETING

(a) **Director Action.** Any action required or permitted by Colorado statutes to be taken at a board of directors' meeting may be taken without a meeting if notice is transmitted in writing to each member of the board and each member of the board by the time stated in the notice: (i) votes in writing for such action; or (ii) votes in writing against such action, abstains in writing from voting, or fails to respond or vote, and fails to demand in writing that action not be taken without a meeting.

(b) **Notice.** The notice required by section (a) of this section shall state: (i) the action to be taken; (ii) the time by which a director must respond; (iii) that failure to respond by the time stated in the notice will have the same effect as: (I) abstaining in writing by the time stated in the notice, and (II) failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and (iv) any other matters the nonprofit corporation determines to include.

(c) **Votes.** Action is taken under this section only if, at the end of the time stated in the notice transmitted pursuant to section (a): (i) the affirmative votes in writing for such action received by the nonprofit corporation and not revoked pursuant to section (e) equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted; and (ii) the corporation has not received a written demand by a director that such action not be taken without a meeting other than a demand that has been revoked pursuant to section (e).

(d) **Waiver.** A director's right to demand that action not be taken without a meeting shall be deemed to have been waived unless the corporation receives such demand from the director in writing by the time stated in the notice transmitted pursuant to section (a) and such demand has not been revoked pursuant to section (e).

(e) **Revocation of Writing.** Any director who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this section may revoke such vote, abstention, or demand in writing received by the nonprofit corporation by the time stated in the notice transmitted pursuant to section (a).

(f) **Effective Date of Action Taken.** Unless the notice transmitted pursuant to section (a) states a different effective date, action taken pursuant to this section shall be effective at the end of the time stated in the notice transmitted pursuant to section (a).

(g) **Written Description of Action Taken.** A writing by a director under this section shall be in a form sufficient to inform the nonprofit corporation of the identity of the director, the vote, abstention, demand, or revocation of the director, and the proposed action to which such vote, abstention, demand, or revocation relates. All communications under this section may be transmitted or received by the corporation by electronically transmitted facsimile, e-mail, or

other form of wire or wireless communication. For purposes of this section, communications to the corporation are not effective until received.

(h) **Effect of Action Taken.** Action taken pursuant to this section has the same effect as action taken at a meeting of directors and may be described as such in any document.

(i) **Signed Written Instruments.** All writings made pursuant to this section shall be filed with the minutes of the meetings of the board of directors.

4.7 QUORUM A majority of directors then sitting in office shall constitute a quorum for any meeting.

4.8 RESIGNATIONS, REMOVAL AND VACANCIES

4.8.1 Resignations. Any director may resign at any time by giving written notice to the Board of Directors or to the Chairman of the Board. Such resignation shall take effect on the date specified therein, and no acceptance shall be necessary.

4.8.2 Removal. Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the directors then in office. A director who shall be absent without cause from three consecutive regular meetings of the Board of Directors or four total regular meetings of the Board of Directors in a calendar year may be removed by a vote of two-thirds of the members of the Board then in office present at a regular meeting of the Board or at a special meeting called for that purpose.

4.8.3 Vacancies. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor and shall be immediately seated by the Board. A director elected to fill a vacancy is eligible to be elected for one (1) more three-year term.

4.9 CONFLICTS OF INTEREST No contract or other material transaction between the Chamber and one or more of its directors or any other corporation, firm, association or entity in which one or more of the Chamber's directors are directors or officers or are financially interested shall be approved by the Board of Directors unless (I) the fact of such relationship of interest is disclosed to the Board of Directors or committee which considers the contract or transaction and (ii) the contract or transaction is approved by a majority of the directors then in office (not counting the interested director). An interested director shall not participate in the vote on the matter in which such interested director has an interest.

4.10 COUNCILS AND COMMITTEES

A. Event / Project / Activity Committees. Each individual event, project or activity of the Chamber shall be planned, organized and conducted by a committee established by the Board. The Chairman of the Board, with the approval of the Board of Directors, shall appoint a chairperson for each such event, project or activity

committee. The chairpersons of such committees shall be members of the Board of Directors.

- B. Standing or Special Committees. The Board may establish such ad hoc or special committees as may be necessary or appropriate to particular matters or issues. Such ad hoc or special committees may be under one of the councils, or independent of such councils, at the discretion of the Board. The Chairman of the Board, with the approval of the Board of Directors, shall appoint a chairperson for each such ad hoc or special committee. All standing or special committees shall terminate at the end of the calendar year in which they are created unless continued by the incoming Board of Directors.
- D. Term. The terms of chairpersons and all members of all committees shall be for the remainder of the calendar year in which they are appointed unless a different term is expressly approved by the Board.
- E. Limitation on Authority. No action by any committee, or by any member or chairperson of any committee, shall be binding on the Chamber until it shall have been approved or ratified by the Board of Directors. No committee shall be authorized to incur or commit to a financial obligation without the specific, advance authorization of, or subsequent ratification by, the Board of Directors.
- F. Roster. The President, shall maintain a current roster of committees and the chairpersons of each, and shall make such roster available to the Board and to the members at appropriate times.

- 4.11 FACILITIES** The Board of Directors shall have immediate charge of the Chamber's headquarters.
- 4.12 OUTSIDE CONSULTANTS** The Chamber from time to time may hire consultants to assist the Chamber in its various activities, including but not limited to advertising agencies, marketing firms, accountants, and attorneys.
- 4.13. SALARIES** Subject to Article 5.8, unless specifically authorized by the Board of Directors, no director shall receive any compensation for such director's service to the Chamber but may be reimbursed for expenses pursuant to Article 5.8.
- 4.14 EXECUTIVE COMMITTEE** The Executive Committee of the Board of Directors shall consist of the Chairman of the Board, Immediate Past Chairman (or a Board Member elected to the Executive Committee if the Immediate Past Chairman is not available for that year), Chair-elect, Secretary, and Treasurer. The President shall be a non-voting member of the Executive Committee. Three voting members of the Executive Committee shall constitute a quorum. The Executive committee shall keep regular minutes and provide copies thereof to all members of the Executive Committee.

- 4.15 DELEGATION** The Board of Directors may by resolution delegate any duty to the Executive Committee or to any officer.

ARTICLE 5 OFFICERS

- 5.1 DESIGNATION** The elected officers of the Chamber shall be a Chairman of the Board, Chairman-Elect, Immediate Past Chairman, Secretary and Treasurer.

5.2 NOMINATION, ELECTION AND SEATING OF OFFICERS

- A. Nominating Committee. The Nominating Committee for Directors shall present a slate of candidates for the officer positions, selected from the newly elected and continuing Directors, to the Board. Any newly elected or continuing Director present at such meeting may nominate additional candidates for any office.
- B. Election. If no additional nominations are presented at the Board meeting, the nominations shall be closed and the candidates submitted by the Nominating Committee shall be declared elected by the Board.

If additional candidates are nominated for any office an election by the Board for such office or offices shall be conducted by written ballot, with each Director present casting one vote for each such office. The votes shall be tallied by the Secretary and the results announced at the Board meeting.

- C. Seating. All newly elected Officers shall commence the duties of their office beginning January 1 of the following year. Retiring Officers shall continue to serve until the end of the calendar year.

5.3 CHAIRMAN OF THE BOARD

- A. Shall be the chief executive officer of the Chamber.
- B. Shall preside over all Board of Directors and membership meetings of the Chamber.
- C. Shall make all appointments to committees, and shall serve on each committee as an ex-officio member.
- D. Shall enforce all By-laws and the Articles of Incorporation.
- E. Shall exercise general supervision of the affairs of the Chamber.

- F. Shall perform such other duties as are directed by the Board of Directors.
- G. Shall continue to serve as a voting member of the Board in the position of Immediate Past Chairman for the year after his / her term as Chairman.

5.4 CHAIRMAN-ELECT

- A. Shall preside over Board of Directors and membership meetings in the absence of the Chairman of the Board, at which time the Chairman-elect shall be vested with all the powers of that office.
- B. Shall perform such other duties as may be prescribed by the Board of Directors.
- C. Shall spend such time as necessary to become familiar with the duties of the Chairman of the Board prior to assuming such duties.

5.5 SECRETARY

- A. Shall keep a full and accurate record of all meetings of the Board of Directors.
- B. Shall be custodian of all records of the Chamber, including all reports made to the Board of Directors or the membership by all chairpersons of all committees, such records to be permanently preserved, unless delegated by the Board to the President.
- C. Shall keep the membership roster of the Chamber and ensure its accuracy and shall certify such roster as current from time to time as requested by the Board of Directors, unless delegated by the Board to the President.
- D. Shall give notice of all meetings for which notice is required unless otherwise specified herein, unless delegated by the Board to the President.
- E. Shall perform such other duties as may be prescribed by the Board of Directors.

5.6 TREASURER

- A. Shall keep a full and accurate record of all moneys, receipts and disbursements of the Chamber, unless delegated by the Board to the President.
- B. Shall be the custodian of all accounts. The Board of Directors shall approve a dollar amount above which all Chamber checks shall be signed by a member of the Executive Committee.
- C. Shall, along with the Chairman of the Board, Chairman-Elect and President, formulate the yearly budget.

D. Shall, along with the President, present to the Board of Directors, a monthly financial statement.

E. Shall perform such other duties as may be prescribed by the Board of Directors.

5.7 IMMEDIATE PAST CHAIRMAN The Immediate Past Chairman shall perform such duties as assigned by these Bylaws, the Chairman of the Board or the Board of Directors. In the event that the incoming Immediate Past Chairman's term of office as a Director shall expire or end for any reason at the conclusion of his / her term as Chairman of the Board, then he / she will continue to serve as a voting member of the Board in the position of Immediate Past Chairman for the year after his / her term as Chairman of the Board and shall serve during that year on the Executive Committee.

5.8 SALARIES Unless specifically authorized by the Board of Directors, the Chairman of the Board, Chair-elect, Secretary and Treasurer shall not receive any compensation for their service to the Chamber. Nothing in these By-laws shall preclude compensation, for services or otherwise, for the President should the Board of Directors so decide. Any officer, director, or member may be reimbursed for expenses when authorized by the Board of Directors.

ARTICLE 6 PRESIDENT

6.1 EMPLOYMENT The President shall be employed by and shall report directly to the Board of Directors.

6.2.1 RESPONSIBILITIES The President's responsibilities shall be defined by the Board of Directors within a job description.

6.2.2 PRESIDENT PERFORMANCE REVIEWS The Executive Committee shall meet with the President semiannually to discuss his / her performance. The Executive Committee will conduct a performance review annually for purposes of establishing pay increases and updating his / her job description, as needed.

ARTICLE 7 FINANCES

7.1 FISCAL YEAR The fiscal year of the Chamber shall be the calendar year.

7.2 BUDGET AND DISBURSEMENT The Board of Directors shall adopt a budget for each fiscal year. Upon approval of the budget, the Board of Directors or the President is authorized to make disbursements consistent with the budget for programs and activities of the Chamber.

7.3 EXECUTION OF CONTRACTS Except as otherwise provided in these By-laws, the Board of Directors may authorize any officer or agent of the Chamber to enter into any

contract or execute and deliver any instrument in the name and on behalf of the Chamber. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Chamber to any contract or engagement or to render the Chamber liable for any purpose.

- 7.4 PURCHASING** The Board of Directors shall adopt a written policy/procedure governing purchases by and on behalf of the Chamber.
- 7.5 DEPOSITS** All funds of the Chamber shall be deposited to the credit of the Chamber under such conditions and in such banks, trust companies, or other depositories as the Board of Directors may designate or as may be designated by any officer or agent of the Chamber to whom such power from time to time may be delegated by the Board of Directors. For the purpose of making such deposits, any person to whom such power is delegated may endorse the Chamber's name and deposit checks, drafts and other orders for the payment of moneys that are payable to the order of the Chamber.
- 7.6 CHECKS AND ENDORSEMENTS** All checks, drafts, or other orders for the payment of money, obligations, notes or other evidences of indebtedness, and such other instruments, shall be signed or endorsed by such officers or agents of the Chamber and at such dollar limits as shall from time to time be determined by resolution of the Board of Directors.
- 7.7 LOANS** No loans shall be made by the Chamber to its members, directors, or officers.
- 7.8 AUDIT** The financial records of the Chamber shall be informally audited annually by a committee appointed by the Executive Committee, which shall not include the current Treasurer or President. The Board of Directors may obtain a formal audit by a CPA firm at any time in its discretion.
- 7.9 FUND RAISING** The Chamber shall not act as a fund raiser for any other entity or organization.

ARTICLE 8 INDEMNIFICATION

- 8.1 GENERAL** The Chamber shall indemnify directors, officers, employees and agents to the full extent permitted by Colorado law (C.R.S. § 7-22-101.5 or other applicable statute) including indemnification against (i) liability arising out of conduct in an official capacity as director, officer, employee or agent, and (ii) the reasonable expenses incurred in the defense of such conduct. The Chamber, by action of the Board of Directors, may indemnify such persons for liability or expenses to a greater extent than set forth in § 7-22-101.5, provided that such indemnification is otherwise consistently with applicable law.

- 8.2 COSTS OF ENFORCEMENT** The Chamber shall pay all costs and expenses, including attorneys' fees, incurred by any director, officer, employee or agent in effecting the provisions of this article.
- 8.3 ADVANCEMENT OF EXPENSES** The Chamber shall advance expenses to any person indemnified pursuant to this article, provided that such advances shall be consistent with applicable law.
- 8.4 EXTENSION OF LIABILITY** The indemnification provided hereby shall extend to any person who is or was a director, officer, employee, or agent of the Chamber.
- 8.5 INSURANCE** The Board of Directors may authorize the purchase and maintenance of insurance on behalf of persons covered by the provisions of this article.
- 8.6 CHANGES IN INDEMNIFICATION** No change in the indemnification provisions hereof shall have the effect of reducing the indemnification provided for acts prior to such change.
- 8.7 PROCEDURAL MATTERS** Unless otherwise provided by law, all matters pertaining to indemnification, including retention of counsel and settlement of claims, shall be addressed by the Board of Directors or the Executive Committee.

ARTICLE 9 DISSOLUTION

- 9.1 PROCEDURE** The Chamber shall use its funds to accomplish the objectives and purposes specified in these By-laws, and no part of such funds shall insure or be distributed to the members of the Chamber. Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization as defined in IRS Section 501(C)(6) or 501 (C)(3) to be selected by the Board of Directors.

ARTICLE 10 MISCELLANEOUS

- 10.1 PARLIAMENTARY AUTHORITY** The rules contained in Robert's Rules of Order shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with the By-laws or special rules of order of this organization.

10.2. POLITICAL ACTIVITY

- A. The Chamber shall be non-partisan in its activities. In no event or circumstance shall Chamber funds be contributed to any candidate or to any political committee or utilized in support of any candidate or any political committee. No action shall be taken by the Chamber, its Board of Directors, any committee or any officer or

employee acting in any official capacity to endorse any political candidate for any political office in the name of the Chamber.

- B. The Chamber (on its own or in association with other non-partisan civic or community groups) may, at the discretion of the Board, conduct, sponsor or participate in activities designed to promote discussion of issues, dissemination of information, and presentation of candidates and their positions (such as by hosting candidate or issues forums), provided that such activities are open to all candidates or to proponents of all sides of an issue.
- C. The Board of Directors may adopt procedures or policies for the polling or surveying of the membership on issues which are pertinent to the purposes of the Chamber and publicizing the results as in support of or in opposition to such issues. In addition, the Board of Directors may, without such polling or surveying of the membership, adopt resolutions with respect to issues which are pertinent to the purposes of the Chamber and may publicize same in support of or in opposition to such issues.

10.3 AMENDMENTS OF BYLAWS Proposed amendments of these By-laws may be amended or revised by either a two-thirds vote of the full, then sitting Board of Directors at any regular or special meeting of the Board or a majority vote of the membership where a quorum is present at the annual meeting of the membership or at a special meeting of the membership. Notice of any membership meeting (annual or special) at which changes to these By-laws are to be voted on shall be mailed, faxed and/or emailed to the membership not fewer than ten (10) days before the meeting at which the proposed amendments are to be voted on. Such notice must specify that amendments to these By-laws are to be voted on at the meeting. To be adopted, any proposed amendment must receive the affirmative vote of a majority of the members at which a quorum is present.

Adopted by motion and approved at the May 5, 2010 Regular Meeting of the Board of Directors

Adam Linder, Secretary