

**BYLAWS
OF
DEKALB CHAMBER OF COMMERCE, INC.**

**ARTICLE I
DEFINITIONS AND ABBREVIATIONS**

As used in these Bylaws, when capitalized:

- (a) "DeKalb Chamber" means the DeKalb Chamber of Commerce, Inc., a Georgia nonprofit corporation.
- (b) "Act" means the Georgia Nonprofit Corporation Code, as amended from time to time.
- (c) DELETED
- (d) "State" means the State of Georgia.
- (e) "Bylaws" means the Bylaws of the DeKalb Chamber, as amended from time to time.
- (f) "Board Annual Meeting" means the annual meeting of the Board of Directors of the DeKalb Chamber, as required by these Bylaws which shall be held on the second Wednesday of October and if not so held, at such other time and place as shall be selected by the Board of Directors.
- (g) "Member Annual Meeting" shall mean the meeting of the DeKalb Chamber's membership, as required by these Bylaws which shall be held in January of each year and if not so held, at such other time and place as shall be selected by the Board of Directors..

**ARTICLE II
GENERAL**

Section 1 NAME

The name of this organization is "DeKalb Chamber of Commerce, Inc."

Section 2 PURPOSE

The DeKalb Chamber, a volunteer organization of business and professional people, is the principal voice of business for DeKalb County, Georgia. Its primary mission is to market DeKalb County and stimulate viable economic growth within DeKalb County by: identifying and involving creative business leadership for positive community action; coordinating the

efforts of community-based organizations in support of a positive business environment; encouraging efficient and effective government at the local, state and federal levels; and stimulating business membership and involvement in the DeKalb Chamber to promote an outstanding reputation and quality of life for DeKalb County businesses and residents.

Section 3 MISSION

The DeKalb Chamber is a member-driven coalition that fosters economic growth in DeKalb County by recruiting new businesses and helping existing businesses to expand. The DeKalb Chamber achieves this by forging strategic partnerships and providing services and opportunities to maximize its members' investment in it.

The members and the Board of Directors lead through their involvement, innovation, and community influence. The staff is a professional team that understands members' needs and delivers measurable results. Together, we are dedicated to the highest level of ethical standards and excellence.

Section 4 REGISTERED OFFICE AND REGISTERED AGENT

(a) **Obligation to Maintain.** The DeKalb Chamber shall have and shall continuously maintain in the State: (1) a registered office with the same address as that of the registered agent; and (2) a registered agent. The registered agent may be: (1) a person who resides in the State and whose office is identical with such registered office; (2) a domestic business or nonprofit corporation whose office is identical with such registered office; or (3) a foreign business or nonprofit corporation authorized to transact business in this State, such domestic or foreign corporation having an office identical with such registered office.

(b) **Change of Registered Office.** The DeKalb Chamber may change its registered office or registered agent or agents, or both, by executing and filing in the office of the Secretary of State an amendment to its annual registration setting forth information which is in compliance with § 14-3-502 of the Act.

(c) **Resignation of Registered Agent.** The registered agent may resign such agency appointment by signing and delivering to the Secretary of State for filing a statement of resignation. The statement may include a statement that the registered office is also discontinued. On or before the date of filing of the statement of resignation, the registered agent shall deliver or mail a written notice of the agent's intention to resign to the chief executive officer, chief financial officer, or secretary of the DeKalb Chamber, or to a person holding a position comparable to any of the foregoing, as named and at the address shown in the DeKalb Chamber's annual registration or in the DeKalb Chamber's Articles of Incorporation if no annual registration has been filed.

ARTICLE III MEMBERSHIP

Section 1 MEMBERS

The DeKalb Chamber shall have members. Except as otherwise indicated in these Bylaws, all members shall have the same rights.

Section 2 ELIGIBILITY

Any person, association, corporation, partnership, limited liability company or estate having an interest in the objectives and mission of the DeKalb Chamber shall be eligible to apply for membership.

Section 3 ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Members shall be elected to membership by the Board of Directors, or by a committee appointed by the Board of Directors and authorized by the Board of Directors to approve membership applications. An affirmative vote of a majority of the Board of Directors, or of any committee that may be appointed by the Board of Directors, present at a duly called meeting shall be required for membership election. Any applicant so elected shall become a member of the DeKalb Chamber upon payment of the regularly scheduled investment as provided in Section 4 of this Article III.

Section 4 INVESTMENT SCHEDULE

Membership investments shall be at such rate or rates, schedule, or formula as may be from time to time be prescribed by the Board of Directors of the DeKalb Chamber.

Section 5 TERMINATION

(a) Resignation. Any member may resign from membership by filing a written resignation with the Secretary of the DeKalb Chamber, but such resignation shall not relieve the member so resigning of the obligation to pay for any charges or fees already incurred, services or benefits actually rendered, or dues, assessments, or other contractual obligations that have previously accrued.

(b) Termination, Expulsion, or Suspension of Membership. The members, the Executive Committee, or Board of Directors, by affirmative vote of two-thirds of all of the members present at a duly constituted meeting of the members, Executive Committee, or Board of Directors, as the case may be, may expel, suspend, or terminate the membership of a member of the DeKalb Chamber, for any reason, with or without cause, including, without limitation, failure to pay membership dues within 90 days of the due date. Except for the failure to pay

dues, after the decision is made to expel, suspend, or terminate such member, such expulsion, suspension, or termination shall not be effective until (i) such time as the member has been given not less than fifteen (15) days prior written notice by first class mail to the last address of the member shown on the DeKalb Chamber's records of such expulsion, suspension, or termination and the reasons therefore and (ii) such member, if the member so requests, has been given the opportunity to be heard either orally or in writing (such determination to be made by the body voting such expulsion, suspension, or termination) by a person or persons designated by such voting body and authorized by such body to decide that the proposed expulsion, suspension, or termination of membership not take place. It is further provided that such opportunity for the member to be heard shall occur not less than five (5) days before the effective date of the expulsion, suspension, or termination of membership.

Section 6 VOTING

In any proceeding in which voting by members is called for, each member of the DeKalb Chamber shall be entitled to one vote; provided, however, that no member whose dues shall be more than 90 days in arrears at the time such voting is called for shall be permitted to vote in the proceeding in question.

Section 7 EXERCISE OF PRIVILEGES

When any organization, whether for profit or not for profit, is a member of the DeKalb Chamber, the person designated by such organization in its membership application to represent such organization shall be deemed by the DeKalb Chamber to have authority to vote on behalf of the member organization and to execute proxies and written waivers and consents in relation thereto, unless before a vote is taken or a waiver or consent is acted upon, it is made to appear by a certified copy of the bylaws or resolution of the board of directors, executive committee, or other governing body of the member organization that such authority no longer exists or is vested in some other person or officer.

Section 8 TRANSFER OF MEMBERSHIP

Membership in the DeKalb Chamber is not transferable or assignable.

Section 9 LIMITATION ON MEMBER'S LIABILITY

A member of the DeKalb Chamber is not, as such, personally liable for the acts, debts, liabilities, or obligations of the DeKalb Chamber.

Section 10 HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to honorary membership in the DeKalb Chamber. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from the payment of membership dues. The Board of Directors

shall confer or revoke honorary membership by a majority vote at a duly called meeting at which a quorum is present.

ARTICLE IV MEETING OF MEMBERS

Section 1 ANNUAL MEETING

The Members Annual Meeting shall be held in January of each year for the transaction of such business as may come before the meeting.

Section 2 SPECIAL MEETING

Special meetings of the members may be called by the chair of the Board of Directors, the Board of Directors, the Executive Committee, or by an officer of the DeKalb Chamber upon demand of five percent (5%) of the membership; provided, however, that if such meeting is demanded by the membership, such demand shall be in writing, be signed by the members demanding such meeting, state the purpose or purposes for such meeting, and be delivered to a DeKalb Chamber officer.

Section 3 PLACE OF MEETING

The Board of Directors, Executive Committee or officer calling a meeting may designate any place as the place of meeting for any annual or special meeting. If no designation is made, the place of meeting shall be the principal office of the DeKalb Chamber in the State.

Section 4 NOTICE

Notice of the place, date, and time of each annual and special meeting of the members shall be given to each member entitled to vote at such meeting, not less than ten (10) days nor more than sixty (60) days before the date of such meeting; provided, however, that if notice is given by other than first-class or registered mail such notice shall be not less than thirty (30) days before the date of such meeting. Notice of special meetings shall include a description of the matter or matters requiring a vote of members pursuant to these Bylaws or the Act to be considered at the meeting. Notice of annual meetings need not include a description of matters to be considered at the meeting, except when the following matters are to be considered: indemnification of officers, directors, employees, or agents of the DeKalb Chamber; amendments to the Articles of Incorporation or Bylaws which require member approval; approval of a plan of merger, sale, or other disposition of substantially all the DeKalb Chamber's assets; approval of the dissolution of the DeKalb Chamber; and when member action is required following a Director's disclosure of a conflict of interest.

Section 5 RECORD DATE

The Board of Directors may fix in advance a date as the record date to determine the members entitled to notice of a members meeting, to demand a special meeting, to vote at a members meeting, or to take any other action. In the event the Board of Directors fails to fix such a record day, the 70th day preceding the date of any meeting of the members shall be fixed as and declared to be the record date.

Section 6 QUORUM

The presence of five (5%) of the members entitled to vote at any meeting shall constitute a quorum at such meeting.

Section 7 MEMBERSHIP LIST FOR MEETING

The DeKalb Chamber shall prepare and maintain an alphabetical list by class (if any) of the names of all of its members who are entitled to notice of the meetings of the membership. The list must show the addresses of each member is entitled to cast at the meeting. The list of members shall be made available for inspection by any member for the purpose of communicating with other members concerning the meeting, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the DeKalb Chamber's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A member, a member's agent, or a member's attorney is entitled on written demand to inspect, and subject to the limitations contained in the Act, to copy the list, at a reasonable time and at the member's expense, during the period it is available for inspection. The DeKalb Chamber shall make the list of members available at the meeting for which the list was prepared and any member or member's agent shall be entitled to inspect the list at any time during the meeting or any adjournment of such meeting.

Section 8 VOTING

When a quorum is present at any meeting, the vote of the majority of the members entitled to vote and present in person or represented by proxy shall decide any question brought before such meeting unless the question is one upon which by express provision of the Act, or the Articles of Incorporation of the DeKalb Chamber, or of these Bylaws a different vote is required, in which case each express provision shall govern and control the decision of such question. Upon each proposal presented at such meeting, each member shall have one vote.

Section 9 PROXIES

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by such member's duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy appointment form.

Section 10 ACTION BY BALLOT

Any action that may be taken at an annual or special meeting of members may be taken without a meeting if the DeKalb Chamber delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this paragraph shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of ballot approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matters other than election of directors; and (3) specify the time by which a ballot must be received by the DeKalb Chamber in order to be counted. A written ballot may not be revoked.

Section 11 MEMBERS RIGHT TO COPY AND INSPECT RECORDS

A member shall be entitled to inspect and copy, at a reasonable time and location specified by the DeKalb Chamber, any of the records of the DeKalb Chamber described in O.C.G.A. § 14-3-1602(a), if the member gives the DeKalb Chamber written notice or a written demand at least five business days before the date on which the member wishes to inspect and copy such records. Such notice must reasonably describes the records that the member desires to inspect and copy.

A member is entitled to inspect and copy, at a reasonable time and reasonable location specified by the DeKalb Chamber, any of the following records of the DeKalb Chamber, if the member meets the requirements contained in this paragraph and gives the DeKalb Chamber written notice at least five (5) business days before the date on which the member wishes to inspect and copy such records: (1) excerpts from minutes of any meeting of the Board of Directors, records of any actions of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the DeKalb Chamber, minutes of any meetings of the members, and records of actions taken by members or the Board of Directors without a meeting, to the extent not subject to inspection under the immediately preceding paragraph; (2) accounting records of the DeKalb Chamber; and (3) subject to the last paragraph in this section, the membership list of the DeKalb Chamber. A member may inspect and copy the records specifically identified in the immediately preceding sentence only if: (1) the member's demand is made in good faith and for a proper purpose that is reasonably relevant to the member's legitimate interest as a member; (2) the member describes with reasonable particularity the purpose and the records the member desires to inspect; (3) the records are directly connected with this purpose; and (4) the records are to be used only for the stated purpose.

A member's agent or attorney has the same inspection and copying rights as the member which the agent or attorney represents. The right to copy records under this section includes, if

reasonable, the right to receive copies made by photographic, xerographic, or other means. The DeKalb Chamber may impose a reasonable charge, covering the cost of labor and materials, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records. The DeKalb Chamber shall convert into written form, without charge, any record not in written form, upon the written request of a person entitled to inspect it. The DeKalb Chamber may comply with a member's demand to inspect the record of members by providing the member with a list of its members that was compiled no earlier than the date of the member's demand.

Without the consent of the Board of Directors, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the foregoing, without the consent of the Board of Directors, a membership list or any part thereof, may not be (i) used to solicit money or property, unless such money or property will be used solely to solicit the votes of the membership in an election to be held by the DeKalb Chamber; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

Section 12 FURNISHING FINANCIAL STATEMENTS TO MEMBERS

The DeKalb Chamber upon written demand from a member shall furnish that member its latest prepared annual financial statements, which may be consolidated or combined statements of the DeKalb Chamber and one or more of its subsidiaries or affiliates, in as reasonable detail as appropriate, that include a balance sheet as of the end of the DeKalb Chamber's most recent fiscal year and a statement of operations for that year. If financial statements are prepared for the DeKalb Chamber on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis.

If annual financial statements are reported upon by a public accountant, the accountant's report must accompany them. If not, the statements must be accompanied by the statement of the Chair of the Board of Directors or the person responsible for the DeKalb Chamber's financial accounting records: (1) stating the Chair's or other person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of their preparation; and (2) describing any respects in which the statements were not prepared on the basis of accounting principles consistent with the statements prepared for the preceding year.

Section 13 REPORT TO MEMBERS OF INDEMNIFICATION OR ADVANCES OF EXPENSES

If the DeKalb Chamber indemnifies or advances expenses to a Director under these Bylaws in connection with a proceeding by or in the right of the DeKalb Chamber, then the DeKalb Chamber shall report the indemnification or advance in writing to the members with or before the notice of the next meeting of members.

ARTICLE V
BOARD OF DIRECTORS

Section 1 COMPOSITION OF THE BOARD

The Board of Directors shall be composed of: (a) three (3) classes of directors approximately equal in number, containing a total of not less than fifteen (15) nor more than fifty (50) elected members, the members of each class to be elected each third year to serve for a three (3) year term, or until their successors are elected and have qualified, and the election for each class to be held in successive years; (b) the Immediate Past Chair; and (c) Ex-Officio Directors as provided in Section 3 of this Article.

All corporate powers shall be exercised by or be under the authority of and the business and affairs of the DeKalb Chamber, including, but not limited to, the government and policy-making responsibility of the DeKalb Chamber shall be vested in the Board of Directors, which shall, subject to these Bylaws, control its property, be responsible for its finances, and direct its affairs. The Board of Directors will adopt programs and will oversee the implementation of those programs. It is also responsible for adopting all operating policies of the DeKalb Chamber.

Section 2 SELECTION AND ELECTION OF DIRECTORS

A. Nominating Committee

At the regular July Board meeting, the Chair shall appoint, subject to approval by the Board of Directors, a Nominating Committee of seven members of the DeKalb Chamber including the First-Vice Chair. The First-Vice Chair will be the chair of the Nominating Committee.

Prior to September 15, the Nominating Committee shall present to the President and CEO a slate of individual candidates to replace the Directors whose regular terms are expiring and to fill vacancies on the Board of Directors. Each candidate must be an active member in good standing or employed by or associated with any active member in good standing and must have agreed to accept the responsibility of directorship.

Except for the Immediate Past Chair or as may be approved by the vote of the majority of the other members of the Board of Directors, Directors may serve a maximum of two consecutive full terms plus any time served in any unexpired term. With the approval of the majority of the other members of the Board of Directors, a Director may serve more than two consecutive full terms, plus any time served in an unexpired term. Any such Director may continue to serve on the Board of Directors for so long as a majority of the other members of the Board approve such Director's election to an additional term or terms. The Immediate Past Chair of the Board of Directors shall remain on the Board of Directors and Executive Committee until the then Chair of the Board of Directors becomes the Immediate Past Chair of the Board of Directors. If at that time, the Immediate Past Chair has served for two consecutive full terms as a

Director, such person shall rotate off the Board and be eligible for re-election after one year off the Board.

B. Publication of Nominations

Upon receipt of the report of the Nominating Committee, the President and CEO shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and the right of petition.

C. Nominations by Petition

Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least two percent (2%) of the active members of the DeKalb Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

D. Determination

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at the Board Annual Meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order with instructions to vote for the number of candidates required to fill the vacant positions. The President and CEO shall mail this ballot to all active members at least 15 days before the Board Annual Meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the DeKalb Chamber office within ten (10) days. The Board of Directors shall, at the Board Annual Meeting, declare the required number of candidates with the greatest number of votes, elected.

Section 3 EX-OFFICIO DIRECTORS

The Chief Executive Officer of DeKalb County, the Superintendent of the DeKalb County School System, the Superintendent of the City of Decatur School System, the Chair of the DeKalb County Development Authority, the Presiding Officer of the DeKalb County Commission, two representatives of the DeKalb Municipal Association, and the Director of the DeKalb County Economic Development Department or any comparable successor position, or, except with respect to representatives of the DeKalb Municipal Association, the respective designee of each, shall be invited to serve as ex-officio directors with no voting privileges for as long as they hold such positions.

Section 4 SEATING OF NEW DIRECTORS

All newly elected or appointed Board members shall be seated at the regular January Board meeting, or at the first meeting following their election or appointment, and shall be participating members thereafter. Retiring Directors shall continue to serve until their successors are elected and qualified.

Section 5 VACANCIES

If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, or otherwise, the remaining Directors shall continue to act, and a majority of the remaining Directors, though less than a quorum, may choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancy or vacancies occurred or until the next election of Directors. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director shall not take office until the vacancy occurs.

Section 6 REMOVAL OF DIRECTORS

At any duly called meeting of the Board of Directors, any individual Director may be removed, with or without cause, including, without limitation, such Director's failure to attend three consecutive regular Board of Director meetings, by the affirmative vote of two-thirds (2/3) of the Directors present and such Director's successor may be elected at such meeting. Notwithstanding anything contained in these Bylaws to the contrary, a Director may be removed only at a meeting wherein the notice of such meeting states that the purpose is such removal.

Section 7 PLACE OF MEETINGS

Meetings of the Board of Directors of the DeKalb Chamber, whether annual, regular, or special may be held either within or without the State.

Section 8 BOARD ANNUAL MEETING

The Board Annual Meeting for the election of officers and Directors of the DeKalb Chamber and for the transaction of such other business as may properly come before the Board shall be held on the Board Annual Meeting date in October of each year and if not so held, at such other time and place as shall be selected by the Board of Directors.

Section 9 REGULAR MEETINGS

Regular meetings of the Board of Directors and of any committee shall be held at such time and place as may be set by the Board of Directors or by the committee. The Board of Directors shall meet at least six (6) times during each calendar year.

Section 10 SPECIAL MEETINGS

Special meetings of the Board of Directors or of any committee may be called by the Chair of the Board, the President and CEO, or the Secretary and shall be called by the Chair of the Board, President and CEO, or the Secretary in like manner upon the written request of any three Directors. Special meetings of any committee may also be called by the Chair of the committee.

Section 11 NOTICE OF MEETINGS

Written notice stating the place, day, and hour of the meeting shall be given to each Director and each committee member, as the case may be, not less than two (2) nor more than fifty (50) days before the date set for any special meetings of the Board of Directors or of any committee. No notice need be given for a regular meeting of the Board of Directors or of any committee. Except for matters which the Act or these Bylaws require to be stated in the notice of the meeting, neither the business to be transacted at, nor the purpose of, the Board Annual meeting or any special or regular meeting of the Board of Directors or of any committee need be specified in the notice or waiver of notice of the meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

Section 12 QUORUM AND VOTING

At all meetings of the Board of Directors and of its committees (a) one-third (1/3) of the members of the Board of Directors in office immediately preceding the meeting and (b) one-third (1/3) of the members of a committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the committee members or Directors present at any meeting at which a quorum is present shall be the act of the committee or of the Board of Directors except as may be otherwise specifically provided by the Act or by the Articles of Incorporation or by these Bylaws. If a quorum shall not be present at any meeting of a committee or of the Directors, the members of the committee or the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

Section 13 DIRECTOR'S ASSENT

A Director or committee member who is present at a meeting of the Board of Directors or of a committee of the Board of Directors when corporate action is taken, is deemed to have assented to the action taken unless: (a) the Director or committee member objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; (b) the Director's or committee member's dissent or abstention from action taken is entered in the minutes of the meeting; or (c) the Director or committee member delivers written

notice of the Director's or committee member's dissent or abstention to the presiding officer of the meeting before its adjournment or to the DeKalb Chamber immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director or committee member who votes in favor of the action taken.

Section 14 PROXY VOTING BY DIRECTORS

Any Director or committee member absent from a meeting may be represented by any other Director or committee member according to the written instructions, general or specific, of the absent Director or committee member.

Section 15 COMPENSATION OF DIRECTORS

Directors shall not be compensated for their service or for their attendance at any meetings of the Board of Directors or for their attendance at any special or standing committees thereof, except that expenses incurred by a Director on behalf of the DeKalb Chamber may be reimbursed if approved by the Board of Directors.

Section 16 WRITTEN CONSENT OF DIRECTORS

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by a majority of the members of the board of Directors or by a majority of the members of such committee, as the case may be, and such written consent is delivered to the DeKalb Chamber for inclusion in the minutes of the proceedings of the Board of Directors or of the committee.

Section 17 CONFERENCE CALL

Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board of Directors or of such committee, as the case may be, by means of a conference telephone or any means of communications by which all persons participating may simultaneously hear each other during the meeting and participation in a meeting pursuant to this section, shall constitute presence in person at such meeting.

ARTICLE VI OFFICERS

Section 1 NUMBER AND QUALIFICATION

The officers of the DeKalb Chamber shall be a Chair of the Board of Directors, First Vice Chair, Second Vice Chair, all of whom shall be members of the Board of Directors, and a President and CEO and Secretary, who need not be a member of the Board of Directors. Any person may hold two or more offices. The Board may elect such other officers, assistant

officers, and agents as it shall deem necessary; and such other officers, assistant officers, and agents shall hold their offices for such terms and shall exercise such powers and shall perform such duties as from time to time shall be prescribed by the Board.

Section 2 ELECTION OF OFFICERS

The Nominating Committee shall submit to the Board of Directors, at their Board Annual Meeting, a slate of officer candidates. The Board of Directors shall elect the Chair, First Vice Chair, and Second Vice Chair. All officers shall serve for a term of one year or until their successors assume office.

Section 3 APPOINTMENT OF PRESIDENT AND CEO AND SECRETARY

The Board of Directors shall appoint a President and CEO, who shall also serve as the Secretary of the DeKalb Chamber. The President and CEO shall have such duties as set forth in Section 5 below.

Section 4 REMOVAL AND VACANCIES

Any officer elected or appointed by the Board of Directors may be removed from office by the Board of Directors at any time, with or without cause. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 5 DUTIES OF OFFICERS

A. Chair

The Chair shall serve as the chief elected officer of the DeKalb Chamber, shall preside at all meetings of the membership, Board of Directors, and Executive Committee and shall, in general, perform all duties incident to the office of Chair of the board and such other duties as may be assigned to the Chair by the Board of Directors. The Chair shall recommend to the Board of Directors, for its approval, all committee members and all committee chairpersons.

B. First Vice Chair

The First Vice Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The First Vice Chair shall succeed to the office of Chair at the subsequent Board Annual Meeting. The First Vice Chair shall serve as the head of the Nominating Committee, and such other committees as the Chair shall designate. As such, the First Vice Chair and the Program Committee will be responsible for determining that the program activities of the DeKalb Chamber are of such duration as is required, at all times being alert to assure that the activities of the DeKalb Chamber are directed toward achieving business and community needs in the area served by the DeKalb Chamber. The First Vice Chair shall

perform such other duties that are from time to time assigned by the Chair of the Board or the Board.

C. Second Vice Chair

The Second Vice Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of both the Chair and the First Vice Chair. The Second Vice Chair shall serve as Chair of such committees as the Chair shall designate. The Second Vice Chair shall succeed to the position of First Vice Chair at the subsequent Board Annual Meeting. The Second Vice Chair shall perform such other duties that are from time to time assigned by the Chair of the Board or the Board.

D. Immediate Past Chair

The Immediate Past Chair shall serve as a member of the Executive Committee and of the Board of Directors for one year. The Immediate Past Chair shall advise the Chair and President and CEO and perform other duties as requested by the Chair of the Board or the Board.

E. President and CEO

The President and CEO shall have general and active management of the programs of the DeKalb Chamber in accordance with the directions and policies of the Board of Directors. The President and CEO shall also serve as Secretary of the DeKalb Chamber. The President and CEO shall be a non-voting member of the Executive Committee and all other committees of the DeKalb Chamber.

F. Secretary

The Secretary shall attend all meetings of the members and all sessions of the Board of Directors and shall cause the recording of all votes and the minutes of such proceedings in books to be kept for that purpose and shall perform like duties for the Executive Committee when required. The Secretary shall give, or cause to be given, any notice required to be given under the Act or under these Bylaws, and shall perform such other duties as may be prescribed by the Board of Directors, under whose supervision the Secretary shall be. The Secretary shall have authority and full power to authenticate records of the DeKalb Chamber.

G. Other Officers and Assistant Officers

Other officers and assistant officers, when appointed or elected by the Board of Directors, shall perform the duties and exercise the powers which shall from time to time be required of them by the Board of Directors.

ARTICLE VII
COMMITTEES AND DIVISIONS

Section 1 EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Chair, Immediate Past Chair, First Vice Chair, Second Vice Chair, the President and CEO, and one other member of the Board of Directors elected by it. The Chair will serve as Chair of the Executive Committee. During the interval between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management of all the business affairs of the DeKalb Chamber, with such limitations as the Act imposes (see Section 3 below) and the Board of Directors may impose, in such manner as the Executive Committee shall deem best for the interests of the DeKalb Chamber in all cases in which specific directions shall not have been given by the Board of Directors, the exercise of any such powers to be consistent with the policies of the Board of Directors.

Section 2 APPOINTMENT AND AUTHORITY- AD HOC

The Chair may, without the approval of the Board of Directors, appoint such ad hoc committees and their leaders as deemed necessary to carry out the programs of the DeKalb Chamber; provided, however, that any material action of said ad hoc committees shall be subject to the approval of the Board of Directors. Committee appointments shall be at the will and pleasure of the Board of Directors and appointees shall serve concurrent with the term of the appointing Chair, unless a different term is approved by the Board of Directors.

It shall be the function of ad hoc committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 3 APPOINTMENT AND AUTHORITY

The Board of Directors, by resolution adopted by a majority vote of the members present at a duly called meeting of the Board of Directors, may designate one or more other committees, each consisting of one or more Directors and each of which, to the extent provided in such resolution or in the Articles of Incorporation or the Bylaws, shall have and may exercise all the authority of the Board of Directors; but no such committee shall have the authority to (a) adopt, repeal, or amend the Articles of Incorporation or the Bylaws of the DeKalb Chamber; (b) approve or recommend merger or dissolution; (c) approve or recommend the sale, pledge or transfer of all or substantially all the assets of the DeKalb Chamber; (d) authorize distributions (as defined in the Act) or (e) elect, appoint, or remove Directors or fill vacancies on the Board of Directors or on any of its committees. The Chair of the Board will be the Chair of the Executive Committee and will appoint chairs of the remaining committees, except that the First Vice Chair shall chair the Nominating Committee.

The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibilities imposed by law.

Section 4 RECORD OF PROCEEDINGS

Committees appointed by the Board of Directors shall keep minutes of their acts and proceedings. These minutes shall be submitted to the next succeeding meeting of the Board of Directors for approval. The failure to submit or to receive approval of any such minutes shall not invalidate any action taken upon authorization contained in them.

Section 5 COUNSEL

The general counsel for the DeKalb Chamber may be appointed by the Board of Directors and shall serve at the pleasure of the Board.

Section 6 DIVISIONS

The Board of Directors may create such divisions, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the DeKalb Chamber.

The Board shall authorize and define the powers and duties of all divisions, departments, councils, and subsidiary corporations. The Board shall annually review and approve all proposed activities and programs of such divisions, departments, councils, or subsidiary corporations having a bearing upon or otherwise related to the DeKalb Chamber's programs and other activities.

Section 7 BONDING

The President and CEO and such other Officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the DeKalb Chamber.

Section 8 POWERS

The Board of Directors shall have power to sue and be sued, purchase, hold, sell, lease, or mortgage real estate, to incur debts, to borrow money, giving therefore notes of the DeKalb Chamber signed by two officers duly authorized by the Board of Directors for that purpose, and may enter into contracts of any kind furthering the purposes of the DeKalb Chamber.

ARTICLE VIII NOTICES

Section 1 FORM OF NOTICE

Except as otherwise specifically provided in these Bylaws, whenever under the provisions of the Articles of Incorporation, these Bylaws, or the Act, notice is required to be given to a member or Director, such notice may be communicated in person; by telephone, facsimile transmission or other form of written communication, including email at the last address provided by a member or Director to the President and CEO; private carrier; or by mail by depositing the same in the United States mail with first class postage thereon prepaid, addressed to such member or Director at such address as appears on the books of the DeKalb Chamber. Notwithstanding anything in these Bylaws to the contrary, when these Bylaws authorize or require notice to be given by regular mail, email shall be sufficient.

Section 2 WAIVER OF NOTICE

Any notice required to be given under the provisions of the Act or of the Articles of Incorporation or of these Bylaws may be waived in writing, signed by the person or persons entitled to such notice, whether before or after the date and time stated therein and delivered to the DeKalb Chamber for inclusion in the minutes or filing with the corporate records. Attendance at or participation in a meeting, either in person or by proxy, shall of itself constitute (a) waiver of objection to lack of notice or defective notice of the meeting, unless the person entitled to notice shall at the beginning of the meeting (or promptly upon such person's arrival) object to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting, and (b) waiver of objection to consideration of a particular matter that is not within the purpose or purposes described in the meeting notice, unless the person entitled to notice objects to considering the matter when it is presented.

ARTICLE IX FINANCES

Section 1 FUNDS

All monies paid to the DeKalb Chamber shall be used in accomplishing the purposes of the DeKalb Chamber.

Section 2 PAYMENT FOR OPERATIONS

All DeKalb Chamber operations will be conducted consistent with the DeKalb Chamber's applicable annual budget. Upon approval of the annual budget, disbursements will be made for expenses provided for in the budget without additional approval of the Board of Directors.

Section 3 BUDGET

The DeKalb Chamber budget: (i) will be designed to accomplish the goals and programs approved by the Board of Directors and (ii) will reflect the funding necessary to implement the DeKalb Chamber's programs, taking into account (if necessary) their relative importance as determined by the DeKalb Chamber Board of Directors.

Section 4 ANNUAL AUDIT

The accounts of the DeKalb Chamber will be subject to a review, compilation or audit, to be performed annually as of the close of business on December 31st and to be prepared by an independent certified public accountant as determined from time to time by the Board. The accountant's report shall, at all times, be available at the DeKalb Chamber offices for review by members in good standing and shall be reviewed by the Board of Directors upon completion of the accountant's report no later than the May Board meeting unless otherwise authorized by the Board of Directors.

Section 5 FINANCE COMMITTEE

A Finance Committee, to be chaired by the appointee of the Board Chair, shall supervise the financial affairs of the DeKalb Chamber, and make regular reports to the Board.

ARTICLE X CORPORATE SEAL

The corporate seal shall be in such form as the Board of Directors may from time to time determine.

ARTICLE XI FISCAL YEAR

The fiscal year of the DeKalb Chamber shall be determined by the Board of Directors.

ARTICLE XII INDEMNIFICATION

Section 1 EXTENT

The DeKalb Chamber may indemnify or obligate itself to indemnify an individual Officer or Director to the fullest extent permitted by the Act, as the same may be amended from time to time.

Section 2 PURCHASE OF INSURANCE

The DeKalb Chamber may purchase and maintain insurance on behalf of an individual who is a Director, Officer, employee, or agent of the DeKalb Chamber or who, while a Director, Officer, employee, or agent of the DeKalb Chamber, serves at the request of the DeKalb Chamber as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by such person in that capacity, or arising from such person's status as a Director, Officer, employee, or agent, whether or not the DeKalb Chamber would have the power to indemnify or advance expenses to such person against such liability under the Act.

ARTICLE XIII CONFLICT OF LAWS

If there is anything in the Bylaws inconsistent with or in conflict with the laws of the State, then it is hereby provided that such fact shall serve only to invalidate that particular clause or provision as may be so inconsistent and in conflict with the laws the State and shall not affect or impair in any sense the other provisions and portions of these Bylaws.

ARTICLE XIV CONFLICT OF INTEREST POLICY

Section 1 PURPOSE

The purpose of the conflict of interest policy is to protect the interest of the DeKalb Chamber when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the DeKalb Chamber or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any state and federal laws governing conflicts of interest that are applicable to charitable or other nonprofit organizations.

Section 2 DEFINITIONS

(a) Interested Person. Any director, officer, or member of a committee with Board of Directors' delegated powers, who has a direct or indirect financial interest, as defined below, or who otherwise has an interest that would reasonably be expected to exert an influence on such person if they were called upon to vote on or otherwise make a decision about a particular subject is an Interested Person.

(b) Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family members (including spouses and immediate relatives of spouses of such members):

(1) An ownership or investment interest in any legal entity or individual with which the DeKalb Chamber has or is negotiating a transaction or other business arrangement;

(2) A compensation arrangement with any legal entity or individual with whom the DeKalb Chamber has or is negotiating a transaction or other business arrangement, or with the DeKalb Chamber if such compensation arrangement may be affected by such transaction or other business arrangement; or

(3) A potential ownership or investment interest in, or compensation arrangement with, any legal entity or individual with whom the DeKalb Chamber has or is negotiating a transaction or other business arrangement.

For purposes of this Article, compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a Conflict of Interest. A person who has a Financial Interest may have a conflict of interest only if the Board of Directors or the committee considering the transaction or arrangement in question decides that a Conflict of Interest exists.

(c) Conflict of Interest. A Conflict of Interest exists when an Interested Person has a Financial Interest or other interest in an existing or proposed transaction or other business arrangement, which interest would reasonably be expected to exert an influence on such person if they were called upon to vote on or otherwise make a decision about such transaction or other business arrangement.

Section 3 PROCEDURES

(a) Duty to Disclose. In connection with any actual or possible Conflict of Interest, an Interested Person must disclose the existence of the Financial Interest or other interest and all material facts regarding such interest to the Board of Directors, the committee with Board of Directors' delegated powers, or other decision maker considering the existing or proposed transaction or other business arrangement.

(b) Failure to Disclose. If an Interested Person fails to make the disclosure required by the preceding paragraph, or if, after hearing the Interested Person's disclosure and making any further investigation warranted by the circumstances, the Board of Directors, a committee thereof, or an individual decision maker, as the case may be, determines that such person has failed to fully disclose an actual or possible Conflict of Interest, such body or person shall, in the case of the Board of Directors take appropriate disciplinary and corrective action, and in the case of a committee of the Board of Directors or individual decision maker, report their findings to the Board of Directors for its consideration and action.

(c) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest or other interest and all material facts regarding it, and after any discussion with the Interested Person, a vote shall be taken by the remaining members of the Board of Directors or

the committee thereof, as the case may be, who are not Interested Persons to determine if a Conflict of Interest exists with respect to the existing or proposed transaction or other business arrangement in question. In the case of any other decision maker, such person shall make this determination on their own or may choose to refer the matter to the Board of Directors or an appropriate committee thereof.

(d) Procedures for Addressing a Conflict of Interest

(1) If the determination is made that a Conflict of Interest exists, no Interested Person may be present during the discussion of and the vote on the transaction or other business arrangement in question. In the case of an individual decision maker, all Interested Persons shall refrain from further contact with the decision maker concerning the transaction or other business arrangement in question until a decision is made about such transaction or other business arrangement.

(2) Pending such a vote or other decision, the chairperson of the Board of Directors or a committee thereof or an individual decision maker, as the case may be, may appoint a disinterested person or committee to investigate alternatives to the transaction or other business arrangement in question that would not give rise to a Conflict of Interest.

(3) If such investigation reveals that there are no alternatives to the transaction or other business arrangement in question that would be just as or more advantageous to the DeKalb Chamber, the Board of Directors or a committee thereof, as the case may be, shall determine by a majority vote of the directors or committee members, as the case may be, who are not Interested Persons whether the transaction or other business arrangement in question is fair and reasonable to the DeKalb Chamber and in its best interest. An individual decision maker shall be guided by these same principles in making a determination about such a transaction or other business arrangement.

Section 4 RECORD OF PROCEEDINGS

The minutes of the Board of Directors and all committees thereof shall contain:

(a) The names of the persons who disclosed or otherwise were found to have an actual or potential Conflict of Interest, the nature of the Financial Interest or other interest that gave rise to the Conflict of Interest, any action taken to determine whether a Conflict of Interest was present, and the Board of Directors' or committee's decision as to whether a Conflict of Interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or other business arrangement in question, the content of the discussion, including any alternatives to such transaction or other business arrangement that were investigated, and a record of any votes taken in connection with the transaction or other business arrangement in question.

An individual decision maker shall make a report to the Board of Directors or an appropriate committee thereof containing all the above information, as well as the decision ultimately made by such person on the transaction or other business arrangement in question and the reasons for such decision.

Section 5 COMPENSATION

(a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the DeKalb Chamber for services rendered is precluded from voting on matters pertaining to that member's compensation and from serving on any committee whose jurisdiction includes compensation matters.

(b) No voting member of the Board of Directors who receives compensation for services rendered, directly or indirectly, from the DeKalb Chamber is prohibited from providing information to the Board of Directors or any committee thereof regarding compensation issues.

Section 6 POLICY STATEMENTS

Each director, officer, and member of a committee with Board of Directors delegated powers, shall sign a statement which affirms such person:

- (a) Has received a copy of the DeKalb Chamber's conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the DeKalb Chamber is IRC § 501(c)(6) nonprofit organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7 PERIODIC REVIEWS

To ensure the DeKalb Chamber operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits for the DeKalb Chamber's directors, officers, and employees are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether the DeKalb Chamber's partnerships, joint ventures, and any other business arrangements in which it may be involved, conform to its written policies, are properly documented, reflect reasonable investments or payments for goods and services provided, as the case may be, further its tax-exempt purposes, and do not result in private inurement, impermissible private benefit, or in an excess benefit transaction under the applicable provisions of the Internal Revenue Code and the regulations promulgated pursuant thereto.

Section 8 USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in preceding Section, the DeKalb Chamber may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE XV WHISTLE BLOWER POLICY

The Board of Directors shall adopt a policy to protect from retaliation individuals who report suspected or actual illegal activity by the DeKalb Chamber or who assist in the investigation of any such activity, which policy satisfies the requirements of the applicable law.

ARTICLE XVI RECORD RETENTION POLICY

The Board of Directors shall adopt a policy governing the retention and destruction of the DeKalb Chamber's records that may be related to matters in litigation or under investigation by government authorities, which policy satisfies the requirements of the applicable law.

ARTICLE XVII INTERPRETATION

Notwithstanding any provisions of these Bylaws to the contrary, all provisions of these Bylaws are subject to and regulated and controlled by the Articles of Incorporation of the DeKalb Chamber, and the powers of the Board are subject to any restrictions contained in those Articles of Incorporation.

ARTICLE XVIII INTERNAL REVENUE § 501(C)(6) REQUIREMENTS

Section 1 PURPOSES, POWERS, AND ACTIVITIES

The DeKalb Chamber is organized for any lawful purpose and shall have all the powers permitted nonprofit corporations in the State. The DeKalb Chamber is not organized for and shall not be operated for pecuniary gain or profit. Notwithstanding anything contained in these

Bylaws to the contrary, the DeKalb Chamber (a) shall only exercise such powers, (b) shall engage in only such activities, and (c) is organized exclusively for such purposes as shall be permitted under Section 501(c)(6) of the Internal Revenue Code and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Section 2 INCOME AND DISTRIBUTIONS

No part of the income of the DeKalb Chamber shall inure to the benefit of, or be distributable to, any Director, trustee, member, or Officer of the DeKalb Chamber or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the DeKalb Chamber in furtherance of its purposes), and no Director, trustee, member, or Officer of the DeKalb Chamber, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the DeKalb Chamber.

Section 3 DISSOLUTION

Upon the dissolution of the DeKalb Chamber, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Chamber, distribute all the assets of the DeKalb Chamber exclusively for purposes within the intentment of Section 501 of the Internal Revenue Code and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended. Any of such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the DeKalb Chamber is then located, exclusively for purposes within the intentment of such Code section and regulations.

ARTICLE XIX AMENDMENTS

Section 1 AMENDMENTS

The Articles of Incorporation or the Bylaws of the DeKalb Chamber may be altered, amended, or repealed and new Articles of Incorporation or Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of all the Directors of the DeKalb Chamber voting thereon at a duly called meeting or through a written consent of such Directors as authorized in these Bylaws.

Section 2 NOTICE

Any action with respect to the amendment of Articles of Incorporation or Bylaws may be taken at any annual, regular, or special meeting of the Board of Directors, provided, however, notice of the general nature of the proposed change shall have been given in the notice of the meeting.

The above Bylaws were duly amended and adopted on the _____ day of _____, 2012.

Secretary

BYLAWS

DEKALB CHAMBER OF COMMERCE, INC.

****As Amended effective as of _____, 2012****

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