

**BY-LAWS
OF
WHEATON CHAMBER OF COMMERCE**

ARTICLE I. NAME AND STATUS

1.01 The name of this organization is Wheaton Chamber of Commerce, Inc., (sometimes hereinafter the “Corporation”) until such time as it is formally amended by appropriate Resolution and the filing of all necessary forms with the Secretary of State. The organization is an Illinois Not for Profit Corporation with tax-exempt status under Internal Revenue Code Section 501(c)(6).

ARTICLE II. PURPOSE

2.01 The purposes for which the Corporation is organized are to carry on the following charitable, benevolent, educational and civic purposes:

- i. To be the voice of the local business community;
- ii. To work together with the local business community to foster meaningful business relationships;
- iii. To advocate regarding issues impacting the local economy;
- iv. To facilitate business education and the dissemination of information and data concerned with the ownership, management, maintenance, operation, and development of businesses and business opportunities in the greater Wheaton metro area;
- v. To develop marketing & networking opportunities;
- vi. To accept, hold, administer, sell, or otherwise dispose of such funds and other property as may from time-to-time be received by the Corporation to foster the Corporation’s other purposes;
- vii. To own, rent, lease, and/or pay for the cost of operation of any premises, machinery, equipment, or other property, personal, real, or otherwise, and pay salaries or other compensation to qualified persons employed or otherwise engaged in connection with the operation of the Corporation, to foster the Corporation’s other purposes;
- viii. To exercise all of the powers conferred upon Illinois not-for-profit corporations formed under the Illinois General Not for Profit Corporation Act of 1986, as amended; and
- ix. To exercise Subject to limitations and conditions as are or may be prescribed by law, such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or are necessary or incidental to, the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject

to the further limitation and condition that only such powers shall be exercised, as are in the furtherance of the exempt purposes of the organization, set forth in Section 501(c)(6) of the Internal Revenue Code of 1954, as it now exists, or as it may hereafter be amended.

2.02 No part of the net earnings of the Corporation shall inure solely to the benefit of any individual member, director, trustee, or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered or products provided to or for the Corporation affecting one or more of its purposes. No member, director, trustee, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

2.03 Upon dissolution of the Corporation and/or the winding up of its affairs, the assets of the Corporation, if any, shall be distributed exclusively to, or for the benefit of first, any successor organization to the Corporation, and second, if there is no successor corporation, to its members in good standing at the time the decision to dissolve was made.

2.04 None of the foregoing purposes are intended or shall be construed, to authorize the Corporation to engage in any activity or to do any act or thing which is expressly prohibited by any law of the State of Illinois or to engage in any act not permitted by Section 4 of the Illinois Not for Profit Corporation Act, as amended.

ARTICLE III. OFFICES

3.01 The principal office of the Corporation shall be at a place designated by the Board of Directors. The Corporation may also maintain other offices at such places as the Board of Directors may from time-to-time appoint, or as the affairs of the Corporation may require.

ARTICLE IV. MEMBERS

4.01 The Corporation shall not have shares of stock of any class and shall not be owned by any person or persons, trust, or corporation. The Corporation shall have only those types and classes of members as provided for in this Article.

4.02 Membership is open to any person, firm, partnership, corporation, or other entity interested in the greater Wheaton business community, who meets the requirements and qualifications hereinafter set forth.

4.03 Reserved

4.04 The Board of Directors may amend or revise the membership classifications or add sub classifications by a majority vote of the Directors present and voting at any regularly held meeting.

4.05 Each Member shall be entitled to one (1) vote, either in person or by written proxy duly registered in accordance with the procedures for proxy voting promulgated by the Board of Directors at the time of the vote. No proxy shall be valid for more than two (2) Board meetings (although the term for validity may be reduced by the Board's procedures for proxy voting), and each proxy shall be revocable unless expressly provided therein to be irrevocable, or unless otherwise made irrevocable by law.

4.06 All applicants for Membership shall submit a signed Membership Application, where all applicants agree to abide by these By-Laws, as they now exist or might later be amended, the Chamber's Code of Ethics, and all decisions and policies of the Wheaton Chamber of Commerce Board of Directors, together with the payment of all applicable dues, assessments, fees, or other charges (hereinafter collectively "Membership Dues"). No Membership shall be considered by the Board of Directors unless the foregoing requirements are met.

4.07 The Board of Directors, by affirmative vote of two-thirds (2/3) of all Directors, may suspend or expel a Member for cause, after appropriate hearing and may at any regularly-constituted meeting, terminate the Membership of any Member who becomes ineligible for Membership, or suspend or expel any Member who shall default in the payment of Membership Dues. Sixty (60) days in arrears shall constitute a default. Termination of a Membership under this Section shall not result in any refund, rebate, or return of Membership Dues.

4.08 Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay Membership Dues already accrued and unpaid.

4.09 Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the Directors present and voting at any regularly scheduled official meeting of the Board, reinstate such former Member to Membership on such terms as the Board of Directors may deem appropriate.

4.10 Membership in this Corporation is not transferable or assignable.

4.11 Unless otherwise changed by a majority vote of the Board of Directors with as much advanced notice as is rationally practical the Annual Meeting of the Members (as hereinafter defined) shall be held the third Thursday of September at a place and time designated by the Board of Directors for the purpose of electing Directors and for the transaction of other business as may properly come before such meeting.

4.12 Regular meetings of the Members may be held at such time and such place as shall, from time-to-time by resolution, be determined by the Board of Directors. Special meetings of the Members may be called by the President, the Executive Director,

three members of Board of Directors, or a group of Members representing not less than one-tenth (1 /10) of the Members having voting rights no less than ten (10) business days prior to the meeting date.

4.13 Except as otherwise provided herein, the meetings of the Members may be held at such place as may be stated in the notice of the meeting or the waiver thereof.

4.14 Notice of the time and place of each meeting of the Members, whether it be regular or special, annual or otherwise, must be delivered, in writing, to the Members at least five (5) days before such meeting. The written notice may be provided via facsimile or email transmission.

4.15 Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting, if a consent in writing, setting forth the actions so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

4.16 The Members in good standing holding ten percent (10%) of the votes which may be cast at any meeting, as determined by the Board of Directors five (5) days prior to the meeting, whether those votes be present in person as hereinafter provided, or by proxy duly registered pursuant to the Corporation's Proxy Voting Procedures, shall constitute a quorum. If a quorum is not present at any meeting of the Members, a majority of the Members present may adjourn the meeting from time-to-time without further notice. If authorized in advance by the Board of Directors, a Member shall be considered 'present in person' if said Member is in real-time communication with the meeting via a telephone conference call, video conference call, or other media.

4.17 The Board of Directors may, by resolution, submit matters to the Membership by mail and/or electronic mail to conduct such elections, polls, surveys, and resolutions, in such a manner, by mail and/or electronic mail, as the Board of Directors shall determine in said resolution.

4.18 Whether a Member be a corporation, partnership, firm, association, proprietorship, trust, or any other entity, the vote of a Member may be cast at any meeting, regular or special, by the designated person who is a part of the Member's organization, or by any other person who is authorized pursuant to the Corporation's Proxy Voting Procedures to represent the Member at the meeting.

ARTICLE V. BOARD OF DIRECTORS

5.01 The business affairs and property of the Corporation shall be managed and controlled by the Board of Directors. Directors must be residents of the State of Illinois.

5.02 With the adoption of these revised Bylaws the next election of the Board of directors shall institute a staggered term of office system whereby the Nominating Committee shall nominate half of the Board positions for one year terms and half shall be

for two year terms. Each successive election shall elect persons to fill the expiring two year terms.

5.03 No individual shall serve on the Board more than five (5) consecutive years. The Immediate Past President shall serve one year after his term as President in a non elective position with all rights and privileges of a Board member.

5.04 The number of Directors of the Corporation shall not be less than eleven (11). The entire Board of Directors shall consist of the President, Vice President, Immediate Past President, Secretary, Treasurer, Executive Director (ex officio), Legal Counsel (ex officio), and no fewer than four (4) and no more than seven (7) Directors-At-Large as may be recommended by the nominating committee. No Director shall hold more than one (1) office at the same time. The number of Directors may be increased or decreased from time-to-time by amendment of these By-Laws, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The Chairman may appoint with Board approval additional non-voting members to sit on the Board as determined from time to time as advisors or liasons.

5.05 If the number of Directors is increased, said increase must designate the term length of the newly created position. The newly-created Directorship(s) resulting from the increase in the authorized number of Directors may be filled by the majority of the Directors then in office, though less than a Quorum, and the Directors so chosen shall hold office until their successors shall be duly-elected and shall qualify.

5.06 In case of any vacancies in the Board of Directors through death, resignation, disqualification, removal, or any other cause, the vacancies thus created may be filled by the President, subject to the approval of a majority of the Directors present at an official Board of Directors meeting, though less than a quorum, and the directors so chosen shall hold office until their successors shall be duly-elected and shall qualify. In the event a vacancy is created by the death, resignation, disqualification, removal, or any other cause of the President, the vacancy shall be filled by the vote of the remaining members of the Board of Directors present at an official Board of Directors meeting, though less than a quorum, and the President so chosen shall hold office until his or her successor shall be duly-elected and shall qualify.

5.07 Any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, then upon receipt of such notice by the addressee, and unless otherwise provided therein, the acceptance of such resignation shall not be necessary to make it effective.

5.08 Any Director may be removed from office, for good cause shown, upon the affirmative vote of two-thirds (2/3) of the remaining Directors (excluding for purposes of calculating the vote, the said Director) at any special meeting of the Directors, provided that notice of the intention to act upon such matters shall have been given in the notice calling such meeting, or the waiver of such notice.

5.09 When any Director is absent from three (3) consecutive regularly scheduled meetings of the Board of Directors, his or her Directorship may be terminated upon the affirmative vote of two-thirds (2/3) of the remaining Directors.

5.10 In addition to the power and authority expressly conferred upon the Board of Directors by the laws of the State of Illinois, by the Articles of Incorporation, or other certificate filed pursuant to or otherwise applicable by law, and by these By-Laws, the Board of Directors may exercise all of the powers of the Corporation and do all such lawful things and acts as may be done by the Corporation.

5.11 At all meetings of the Board of Directors, a simple majority of the voting Directors must be present in person, (a Member shall be considered 'present in person' if said Member is in real-time communication with the meeting via a telephone conference call, video conference call, or other media duly-authorized in advance) shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum, shall be the act of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained.

5.12 The Board of Directors may not act via proxy pursuant to 805 ILCS 105/108.

5.13 The annual meeting of the Board of Directors, for the election of Officers and the transaction of such other business as may come before it, shall be held at the office of the Corporation, unless otherwise determined by the Board of Directors within thirty (30) days after the annual membership meeting.

5.14 Regular meetings of the Board of Directors may be held at such times and places as shall, from time-to-time by resolution, be determined by the Board of Directors. Special meetings may be held when called by the President, Vice President, Secretary, Executive Director, or any three (3) Directors.

5.15 Except as otherwise provided herein, the meetings of the Board of Directors may be held at such place as may be stated in the notice of the meeting or the meeting waived thereof.

5.16 Notice of the time and place of each meeting of the Board of Directors, whether it be regular or special, annual or otherwise, may be delivered to the Board of Directors at least seven (7) days before such meeting. Nothing contained in this paragraph shall prevent the Board of Directors from waiving the notice requirement, as to the time or place of meeting.

5.17 At meetings of the Board of Directors, business shall be transacted in order as from time-to-time the Board of Directors may determine.

5.18 Directors, as such, shall not receive any stated compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of payment of such expenses. Nothing contained herein shall preclude a Director from serving the Corporation in any other capacity and receiving reasonable compensation for such services and/or products.

5.19 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent, in writing, setting forth the actions so taken, shall be signed by a majority of the Directors then in office.

5.20 A Director shall not be personally liable for his or her acts taken in his or her capacity as a Director, and pursuant to the Illinois Not For Profit Corporation Act, as amended, shall be excused from liability for any such actions, to the fullest extent permitted by the Illinois Not For Profit Corporation Act, as amended. Furthermore, to the fullest extent permitted by the Illinois Not For Profit Corporation Act, as amended, each Officer and/or Director shall, in the discharge of any duty imposed or power conferred upon him or her by the Corporation, be fully-protected if, in the exercise of ordinary care, he or she acted in good faith, and/or acted in reliance upon the written opinion of an attorney for the Corporation, the books of account or reports made to the Corporation by any of its Officials, or by any independent certified public accountant or an appraiser selected with reasonable care by the Board of Directors, or by such committee, or in reliance upon other records of the Corporation.

5.21 Each Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses actually and necessarily incurred by him or her in connection with the defense of any claim, action, suit, or proceeding, commenced after the date of the adoption of this By-Law, in which he or she is made a party by reason of him or her being or having been a Director or Officer of the Corporation, except in relation to the matters as to which he or she shall be adjudged in an action, suit, or proceeding, to be liable for gross negligence or intentional misconduct in the performance of his or her duty as such Director or Officer. The indemnification granted hereunder shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any By-Law, agreement, or law, in equity or otherwise.

5.22 The Board of Directors shall utilize the services of General Counsel. The Legal Counsel will be an ex officio member, without voting right, of the Board of Directors, and all committees, associated organizations and subsidiaries

ARTICLE VI. OFFICERS

6.01 The Officers of the Corporation shall be chosen by the Board of Directors. The Officers shall be a President, Vice President, Secretary, and Treasurer. No person may hold more than one office at a time.

6.02 The Board may appoint such other Officers, agents, and factors as it shall deem necessary.

6.03 The Officers of the Corporation shall be elected at the annual meeting by the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each Officer shall hold office until his or her successor shall have been duly-elected, qualified, and their term in office shall have expired.

6.04 Any Officer, may be removed from office at any time by a two-thirds (2/3) vote of the entire Board of Directors, with or without cause.

6.05 The Officers so chosen, shall perform the duties and exercise the powers as follows, as well as such other powers and duties, as may be assigned to them from time-to-time by the Board of Directors or the President:

- i. President: The President, subject to the control of the Board of Directors, shall be in general charge of the affairs of the Corporation, in the ordinary course of its business; he or she shall preside at all meetings of the Board of Directors, may make, sign and execute all deeds, conveyances, assignments, bonds, contracts and other obligations, and any and all other instruments and papers of any kind or character, in the name of the Corporation. He or she shall do and perform such other duties as may from time-to-time be assigned to him by the Board of Directors. The President shall only cast a vote to break a tie.
- ii. Vice President: The Vice President shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be assigned to him by the Board of Directors. The Vice President may be temporarily granted the powers of the President during the President's absence or temporary inability to act upon the affirmative vote of a majority of the Board of Directors. In the event of the President's death, resignation, disqualification, removal or for any other cause, resulting in a vacancy in the office of President, the Vice President shall temporarily succeed to the powers, duties and responsibilities of the office of President, until such time as the Board of Directors can meet and choose a successor to its President. The Vice President, acting as President, shall on vote to break a tie.
- iii. The Treasurer shall have custody of all funds and securities of the Corporation, which come into his or her hands. When necessary or proper, he or she may endorse, on behalf of the Corporation for collection, checks, notes, or

other obligations, and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors. He or she may sign all receipts and vouchers for payment made to the Corporation, jointly with such Officer or Officers as is designated by the Board of Directors. Whenever required by the Board of Directors, he or she shall render a statement of the Corporation's cash account. He or she shall enter or cause to be entered regularly on the books of the Corporation, to be kept by him or her for that purpose, full and accurate accounts of all monies received and paid out on account of the Corporation. He or she shall perform all acts incident to the position of Treasurer, including serving as Chair of the Finance Committee, subject to the control of the Board of Directors, give bond for the faithful discharge of his or her duties in such form and in such amount as the Board of Directors may require.

iv. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose. He or she shall attend to the giving and serving of all notices. He or she may sign with the President and Vice President in the name of the Corporation, all contracts, conveyances, transfers, assignments, authorizations, or other instruments of the Corporation, and affix the seal of the Corporation thereto. He or she shall have charge of the seal of the Corporation thereto, and shall have charge of and maintain and keep such other books and papers as the Board of Directors may direct, all of which shall, at all reasonable times, be open to inspection by any Director upon request at the office of the Corporation during business hours, and he or she shall in general, perform all duties incident to the office of Secretary, subject to the control of the Board of Directors.

ARTICLE VII. COMMITTEES

7.01 The Board of Directors shall annually, by a majority vote designate a Personnel Advisory Committee that will consist of four (4) Board members plus the President. The members shall be appointed by the Board and will be responsible for recommending to the Board the compensation and benefits of the Chamber staff based on the evaluation and recommendations of the Executive Director. It will be the Personnel Advisory Committee's duty to initiate the annual review of the Executive Director and to establish his annual compensation for the Board of Directors' approval. The Personnel Advisory Committee, with the approval of the Board of Directors, shall have the authority to terminate the Executive Director. The Personnel Advisory Committee may suspend employment, or place on probation the Executive Director for gross dereliction of duty, gross misconduct, theft, or malfeasance.

7.02 The Board of Directors shall, designate a Nominating Committee consisting of three (3) Board members and three (3) non-Board members. The nominating committee shall recommend a slate of candidates consistent with Section 5.02 in time for the July Board meeting for the Board of Directors' approval in order that they may be presented to the membership for election at the Annual Membership meeting.

Nominations for the Board will be accepted from the membership at large by use of the Petitioning process. If there are no nominations via Petition, the nominees of the Nominating Committee shall be accepted by acclamation.

- i. The Nominating Committee will notify the membership as to the nominations being made by the Committee and invite additional nominees from the membership at large..
- ii. Anyone wishing to seek a Board position must be a member in good standing and must designate the term which he/she is seeking.
- iii. All those seeking nomination must present Petitions signed by not less than 5% of those members who are designated as their company/business representative to the Nominating Committee four (4) weeks prior to the Annual Member meeting
- iv. The Nominating Committee will certify that all signers of the petition(s) are the designated company/business representative. A Petition shall be disqualified if it does not meet the 5% thresh hold.
- v. Within three (3) weeks of the Annual Member meeting the Nominating Committee will mail to all members the full slate of Board candidates with instructions for voting absentee ballot.
- vi. The vote at the Annual Meeting will be by secret ballot and the elected candidates shall be those receiving the most votes for the available Board positions by term
- vii. Those present and voting at the Annual Meeting may vote for not more than the number of open positions.
- viii. The results shall be announced at the meeting and to the members at large the following day.

7.03 All elected Directors shall assume office January 1 of the year immediately following the election.

7.04 Other committees, not having and/or exercising the authority of the Board of Directors in the management of the Corporation, may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided, in such resolution, members of each such committee shall be members of the Corporation and the President shall appoint the Chairperson thereof. Any Chair may be removed by the President whenever in their judgment the best interests of the Corporation may be served by such removal.

7.05 The Corporation shall establish committees based on need.

7.06 Subject to the provisions of this Article VII, each Chair of a committee shall continue as such until the next annual meeting of the Members of the Corporation or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such Chair be removed from such committee, or unless such Chair shall cease to qualify as Chair thereof, or unless the task or subject matter of the committee no longer requires the existence of the same.

7.07 No action by any member, committee, associated organization, liaisons, employee or Director shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Ad Hoc Committees and associated organizations may be discharged by the Chairman when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue that committee or organization.

ARTICLE VIII. FINANCIAL RECORDS AND REPORTS

8.01 The Corporation shall maintain current, true and accurate financial records with full and complete entries made with respect to all financial transactions of the corporation, including all income and expenditures in accordance with generally accepted accounting principles.

8.02 The accounts of the Chamber as of the close of business on the last day of the fiscal year shall be subject to an annual internal review which shall include the preparation of an Income Statement, Balance Sheet, and other reports and statements as are reasonable and appropriate to the Corporation. This internal review shall be performed by a committee of the Board of Directors and a written report shall be presented to the Board of Directors within first six months from end of fiscal year.

8.03 The records, books, and annual reports of the financial activity of the Corporation shall be kept at the principal office of the Corporation for at least three (3) years after the closing of each fiscal year, and shall be available to the Members for inspection and copying thereof, during normal business hours. The Corporation may charge for reasonable expenses of preparing copies of such records or reports.

8.04 An annual budget for the upcoming fiscal year shall be prepared by an Ad Hoc Committee chaired by the Treasurer and presented to the Board of Directors for its review no later than the second to last Board Meeting and approved at the last Board Meeting of each fiscal year. Once approved, the expenditures made pursuant to the budget shall not require future approval of the Board, unless a supplemental budget may become necessary and approved by the Board

ARTICLE IX. DUES

9.01 The Board of Directors shall determine from time-to-time, the amount of the annual dues payable to the Corporation by the Members of each classification. In addition to annual dues, the Board of Directors shall have the power and authority to establish all other dues and/or assessments that might be due or required by the Corporation.

9.02 Unless otherwise directed by the Board of Directors for any given year, dues are payable annually in advance and shall be due and payable on the first (1st) day of the annual anniversary date of Membership. All applicants for Membership must submit with their application a full year's dues as provided above.

9.03 No dues shall be refunded to any Member whose Membership terminates for any reason.

ARTICLE X. CONTRACTS AND BANKING

10.01 The Board of Directors, except as otherwise provided in these By-Laws, may authorize any Officer or Officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confirmed to specific instances; and, unless so authorized by the Board of Directors, or expressly authorized by the By-Laws, no officer or agent or employee shall have any or authority to bind the Corporation by a contract or engagement or to pledge its credit or to render it liable for any purpose or any amount.

10.02 No loans shall be contracted on behalf of the Corporation, and no negotiable papers shall be issued in its name, unless authorized by the vote of the Board of Directors.

10.03 All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, provided that no employee on leave of absence from the service of the Corporation shall be authorized to sign any check, draft or other order for the payment of money out of the funds of the Corporation.

10.04 All funds of the Corporation, not otherwise employed, shall be deposited from time to time, to the credit of the Corporation, in such banks or other depositories as the Board of Directors may select and for the purpose of such deposit, the President, Vice President, the Treasurer, Secretary or any other Officer, agent or employee of the Corporation to whom such power may be delegated by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

10.05 The Corporation shall be supported from dues, charges and assessments established by the Board of Directors, and with contributions of cash and property, received from foundations, corporations, organizations, churches, groups or individuals. The Board of Directors shall have the sole responsibility of accepting or refusing specific contributions.

ARTICLE XI. EXECUTIVE DIRECTOR

11.01 The Board of Directors shall, from time-to-time, employ an Executive Director of the Corporation, who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Board of Directors. The day-to-day administration and management of the Corporation shall be vested in the

Executive Director. The Executive Director shall be a non voting member of the Board of Directors.

11.02 The duties and responsibilities of the Executive Director shall be outlined by the Board of Directors and may, from time-to-time, be modified or amended by the Board of Directors. Additionally, the Executive Director shall have the authority to delegate specialized areas of administrative functions to qualified administrative assistants and ancillary personnel within the Corporation, subject to the approval of the Board of Directors. He or she shall maintain, on file, complete descriptions of duties and responsibilities of the Executive Director and all administrative assistants. He or she shall implement the decisions of the Board of Directors; perform such other duties as may be assigned by the Board of Directors , provide for divisions or departments for the effective conduct of the Corporation's activities, in accordance with the purposes of the Corporation; employ, supervise, and determine the compensation of the employees of the Corporations; have general charge of the operating activities of the Corporation; preserve the communications pertaining to the affairs of the Corporation; keep the minutes of the proceedings of all meetings of the Corporation; give notice of meetings of the Membership, and Directors; keep a roll of the Membership of the Corporation; keep a proper account of all monies received and disbursed on behalf of the Corporation and all records in connection therewith; and receive and deposit to the credit of the Corporation, all monies due and payable to the corporation from any source whatsoever, in such banks, trust companies or other depositories as the Board of Directors may designate. He or she shall serve on the Board ex-officio.

ARTICLE XII. NON-DISCRIMINATION POLICY

12.01 The Corporation, in its Membership, selection of Officers and Directors, and in all of its meetings, facilities, functions, events, lectures and all other forums and activities (collectively the "Corporation's Activities") hereby adopts a non-discriminatory policy, and shall ensure that no one is discriminated against in the Corporation's Activities based on race, color, national, ethnic origin or sexual orientation.

ARTICLE XIII. MISCELLANEOUS

13.01 The fiscal year shall be as is from time to time determined by the Board of Directors.

13.02 No loans shall be made by the corporation to any of its Officers and/or Directors.

13.03 Subject to the provisions contained elsewhere herein, the power to alter, amend or repeal these By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors who may amend, alter, or repeal the same at any annual or special meeting, if notice of the proposed action is contained in the notice of said meeting, upon two-thirds (2/3) vote of the entire Board of Directors then in office.

13.04 The power to alter, amend, or repeal the Articles of Incorporation of the Corporation, or to adopt a new Articles of Incorporation, shall be vested in the Board of Directors.

13.05 The heading of the articles and sections of these By-Laws are inserted for convenience or reference only and shall not be deemed to be a part thereof or used in the construction or interpretation thereof.

13.06 All Corporation business shall be conducted under parliamentary procedure, as outlined by Robert's Rules of Order.

13.07 To protect the Chamber's interest when entering into a transaction or arrangement that might benefit the private interest of an employee or director of the Chamber, the Board shall seek to identify and eliminate conflicts of interest. An employee or director has an interest if the person has, directly or indirectly, through business, investment or family, (a) an ownership or investment interest in any entity with which the Chamber has a transaction or arrangement, or (b) a compensation arrangement (including substantial gifts or favors) with the Chamber or any entity or individual with which the Chamber has a transaction or arrangement, or (c) a potential or existing ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Chamber is negotiating a transaction or arrangement, or (d) a romantic relationship with another employee or director involved in the proposed transaction or arrangement. An employee or director with an interest must disclose the existence and nature of the interest to the directors with the board-delegated powers considering the proposed transaction or arrangement. After disclosure, the interested person shall leave the meeting while the interest is discussed and voted upon. The remaining directors shall decide if a conflict of interest exists. If a more advantageous transaction or arrangement is not reasonably attainable under the circumstances that would not give rise to a potential conflict of interest, a majority vote of disinterested directors shall be the determination of whether the proposed transaction or arrangement is in the Chamber's best interest and fair and reasonable to the Chamber

13.08 These Bylaws may be amended or altered by a two-thirds (2/3) vote of the members present at any regular or special Membership Meeting. The notice for the meeting shall include the proposals for amendments or alterations must be submitted to the Board or the membership in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon. Notice of all Bylaw revisions shall be provided each member within sixty (60) days of enactment

Adopted April 22, 2010