

Proposed Revisions to By-Laws  
Presented at General Business Meeting December 4, 2008  
Paragraph 6 Revised for Clarity December 8, 2008

1. That Article 9 be amended to add the following provision: "Committee chairmen shall resign by written notice to the President giving at least fifteen days' notice. Such resignations shall be effective on the date stated in such notice, either on the date of a business meeting or, if no business meeting is held in a month, or if no effective date is stated, on the first day of the next calendar month that occurs more than fifteen days after the date notice is delivered. Such resignation shall be announced to the membership at the business meeting by the President."
2. That Article 9 be amended to add the following provision: "If possible, committee chairmen should be drawn from the general membership, and not from the officers of the Chamber. The President of the Chamber is a member of every committee, ex officio. All committee meetings shall be announced to the Chamber membership by use of the Chamber email list."
3. That the first sentence of Article 5, Section 1 be amended to read as follows: "The annual meeting of the Chamber shall be held (a) on the date of the annual Planning Meeting, if a Planning Meeting is held; or (b) if no Planning Meeting is held in a given year, in the month of November of each year, on (i) the date of the November business meeting, or (ii) the date to be fixed by the Executive Committee."
4. That Article 6, Section 5 be amended to add the following provision: "Executive Committee meetings shall be held on the same day or date each month, and shall be announced to the members of the Chamber by use of the Chamber email list. All Executive Committee meetings shall be open to all members of the Chamber and shall be permitted to speak as recognized by the President or other officer presiding at such meeting, but on any matter in which a vote is called for, only officers and committee chairmen may cast a vote. In the case of a committee with co-chairmen, the co-chairmen shall cast only one united vote or, if they cannot agree, shall cast no vote. No Officer or committee chairman may vote unless (a) he or she has attended at least six of the prior twelve Executive Committee meetings; (b) in the case of a committee chairman, the matter pertains to his or her committee; or (c) the Officer or committee chairman has been elected or appointed less than six months prior to the Executive Committee meeting in which the vote is taken."
5. That the second paragraph of Article 6, Section 1 be amended to read as follows: "It is the expectation that all officers, prior to serving as such, have served as a committee chairman or otherwise demonstrated significant leadership within the Chamber. An Officer or prospective Officer of the Chamber must be a regular member or member emeritus on the date such individual is nominated for such position, must have paid all dues on or before March 31 of the year in which elected, and must have attended at least eight of any combination of business meetings and Executive Committee meetings during the calendar year in which election is sought or appointment is made pursuant to Article 6, Section 4. Officers must pay all dues timely, and must attend all regular business meetings and Executive Committee meetings unless excused."
6. That Article 7, Section 3 be amended to read as follows: "In order to vote in an election for Officers of the Chamber, regular members must have paid all current dues on

or before March 31 of the year in which the election is held, and regular members and members emeritus must have attended at least three of any combination of business meetings and Executive Committee meetings during the calendar year in which the election is held. Notice of all candidates shall be provided to all regular members and members emeritus on or before September 30, by email, fax, mail or personal delivery. Members unable to attend the October meeting may send a ballot to the Chamber's post office box or by hand delivery to a member of the Nominating Committee. To be valid, such ballot must be (a) signed by the member or representative of the member business, (b) received at the box or in hand at least two (2) days prior to the election, and (c) be sealed in an envelope with the signature of the member or representative across the sealed flap."

7. That Article 11 be amended to read as follows: "The Bylaws of the Chamber may be amended or revised by two-thirds (2/3) vote of the members eligible to vote at an election of Officers of the Chamber present at any meeting, providing however, that notice specifying the proposed changes shall have been provided to the members of the Chamber at least six (6) days prior to the date of such meeting."

8. That Article 12 be amended to add the following provision: "Except for "special notices," which term shall encompass notice of candidates for election as Officers, notice of meetings in which the election of the Officers of the Chamber are to take place, notice of amendments to these Bylaws, and notice of special meetings of the Chamber (including the Planning Meeting), all notices to Chamber members may be made by email through the Chamber email list. The President or his designee shall maintain such list and shall ensure that such list is kept current at all times. Any member of the Chamber not providing an email usable by the email list shall be deemed to have waived notice, except as to the "special notices" set forth above."

9. That Article 13 be added, as follows: "Minutes of all regular business meetings, special meetings and Executive Committee meetings (a) shall be kept by the Recording Secretary or such individual appointed to keep minutes at any meeting at which the Recording Secretary is absent, (b) shall be kept according to the standards for minutes of meetings set forth in Roberts Rules of Order, and (c) shall be made available to all members of the Chamber on the Chamber website. Minutes of all committee meetings shall be provided by the committee chairmen to the Recording Secretary of the Chamber, and shall be kept among the papers of the Chamber and available for inspection by the members of the Chamber upon reasonable request, but need not be posted on the Chamber website."

10. That Article 14 be added, as follows: "Criteria for Chamber contracts shall be determined at the discretion of the committee (whether standing or ad hoc committee) awarding the contract, and shall be made available to all Chamber members in good standing. If reasonably possible, consistent with the financial interests and other goals of the Chamber, all members in good standing of the Chamber should be made aware of and permitted to bid on available remunerated contract or service opportunities in areas in which such members provide such goods and services. Consistent with the above, Chamber contracts should be awarded to Chamber members in such a way as to make Chamber business equally available to all Chamber members selling particular goods or providing a given service."