

**NOTICE OF SPECIAL MEETING OF MEMBERS AND PROXY
OF
THE CHAMBER OF SOUTHERN SARATOGA COUNTY, INC.**

TO BE HELD ON October 10, 2019

A special meeting of the members of The Chamber of Southern Saratoga County, Inc. (the “Southern Saratoga Chamber”) has been duly called to be held at 5:15 PM on the 10th day of October, 2019, at Bryant & Stratton College, 2452 Route 9, 2nd Floor, Malta, NY 12020, for the purpose of approving the affiliation of the Southern Saratoga Chamber with the Capital Region Chamber of Commerce, Inc. (the “Capital Region Chamber”) as proposed by Task Force and recommended for member approval by the Southern Saratoga Chamber Board of Directors.

Affiliation Summary

After conducting a due diligence review and upon the exercise of much discussion and deliberation, a Task Force comprised of representatives from the Southern Saratoga Chamber and the Capital Region Chamber (collectively the “Parties”) recommended the following:

- Given the evolving needs of the parties and the members and communities served by the parties as well as the enhanced potential for programmatic and advocacy opportunities, it would be in the best interest of each the Southern Saratoga Chamber and the Capital Region Chamber for the Parties to enter into a binding, ongoing mutual affiliation (the “Affiliation”).
- In order to effectuate the contemplated Affiliation, the Capital Regional Chamber will serve as the corporate parent of the Southern Saratoga Chamber and representatives from the Southern Saratoga Chamber will be added to the Board of Directors of the Capital Region Chamber.;
- Each willing member of the Southern Saratoga Chamber will be entitled to membership in the Capital Region Chamber with all rights, entitlements, and obligations analogous to those of current Capital Region Chamber members.
- The Southern Saratoga Chamber membership will transfer all their current rights, entitlements and obligations with respect to the governance of the Southern Saratoga Chamber to the Capital Region Chamber in favor of acquiring analogous rights, entitlements and obligations as members of the Capital Region Chamber with all remaining dues previously paid to the Southern Saratoga Chamber to be transferred dollar-for-dollar to the Capital Region Chamber.
- The Southern Saratoga Chamber shall repeal, in their entirety, the current bylaws and adopt new bylaws, which render the Southern Saratoga Chamber a subsidiary of the Capital Region Chamber, replacing the current membership of the Southern Saratoga Chamber as the sole corporate member. A copy of the proposed Southern Saratoga Chamber bylaws is available online. [CLICK HERE to review](#).
- The Southern Saratoga Chamber Board of Directors recommended approval of the Affiliation, including adoption of the new bylaws at a meeting held on September 11, 2019.

Included in this notice for voting members is a proxy which we encourage you to return **whether or not** you intend to attend the meeting and vote in person. The proxy will be voted in accordance with the directions of the voting member giving it, and, if no direction is given, will be voted FOR the proposals.

PROXY
SPECIAL MEETING OF MEMBERS
OF
THE CHAMBER OF SOUTHERN SARATOGA COUNTY, INC.
OCTOBER 10, 2019

The undersigned member of the Chamber of Southern Saratoga County, Inc. (the “Southern Saratoga Chamber”), hereby acknowledges receipt of the Notice of Special Meeting of the Members of the Corporation to be held on October 10, 2019; and appoints the Chair of the Southern Saratoga Chamber, with full power to act individually as my proxy to vote on my behalf at the meeting of members.

	<u>For</u>	<u>Against</u>
To approve the Affiliation of the Southern Saratoga Chamber with the Capital Region Chamber of Commerce, Inc.	_____	_____

Dated: _____, 2019

Name of Business

Signature
(Type name if submitting by e-mail)

Print Name

Please return proxy by email to digital@southern-saratoga.org; or via FAX to (518) 371-5025. All proxies must be returned no later than **noon on October 10, 2019**.