

**BY-LAWS
OF
THE CHATHAM CHAMBER OF COMMERCE,
A Massachusetts Corporation**

(Including Revisions Adopted October 30, 2008)

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**BY-LAWS
OF
THE CHATHAM CHAMBER OF COMMERCE,
A Massachusetts Corporation**

**ARTICLE I
Name**

The name of this organization is THE CHATHAM CHAMBER OF COMMERCE, hereinafter referred to as “THE CHAMBER.” THE CHAMBER is a tax-exempt, non-stock corporation organized on May 21, 1942, under Chapter 180 of the Massachusetts General Laws.

**ARTICLE II
Purpose**

THE CHAMBER is organized to advance the business, commercial, industrial, civic, social, cultural and general interests of the Town of Chatham and vicinity. The Town of Chatham is defined herein to include Chathamport, North Chatham, South Chatham and West Chatham.

**ARTICLE III
Office**

THE CHAMBER office shall be located in Chatham or such other location as the Board of Directors may appoint.

**ARTICLE IV
Membership**

Section 1. **Classes and Definitions** -- The classes of membership and their definitions shall be as follows:

Active Members - Those Members who have paid dues for the current fiscal year. They are further categorized as Business Member Firms, Associate Members and Social Members as follows:

Business Member Firms - For-Profit or not-for-profit business firms, however organized, as a single proprietorship, a partnership, a corporation or other legal entity, whose activities result in seasonal or year-round employment of one or more persons.

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Associate Members - Any person associated as an employee or independent contractor with a business member firm in good standing may become an Associate Member of THE CHAMBER. Associate members have no vote at meetings of Members -- unless they are representing a member firm -- but are otherwise welcome at any Chamber event or endeavor as committee members, volunteers or participants. Associate Member's dues may be paid by either the business member firm or individual concerned.

Social Members - Persons interested in THE CHAMBER's activities as individuals and not as business firms.

Courtesy Members - Any person or class of persons, may, by resolution of The Board of Directors, be admitted to Courtesy Membership in THE CHAMBER without payment of dues. Such Courtesy members include, without limitation:

Clergy - While so assigned to places of worship located in Chatham.

Life Members - Those individuals whose contributions to THE CHAMBER are so meritorious as to deserve extraordinary recognition.

Staff Members - While so employed by THE CHAMBER.

Section 2. **Dues** - The annual dues payable by the various classes of Active Members shall be fixed from time to time by the Board of Directors and shall become due and payable annually at the beginning of each fiscal year. All Courtesy Members including but not limited to Clergy, Life Members and Staff Members are exempt from payment of dues.

Active Members joining during the first quarter of the fiscal year shall pay dues for the entire year. Such members joining from then on shall pay dues pro-rated according to the quarter in which they join except that those joining in the last fiscal quarter shall pay not less than the prorated dues for one-half the fiscal year unless a special promotional offer is in effect.

Any Active Member 90 or more days in arrears for dues shall be notified that the benefits of Chamber membership will be suspended until either the dues have been paid or a satisfactory arrangement for such payment has been made with the Executive Director. These benefits will include, but not be limited to:

1. Display of advertising material in the information centers
2. Inclusion on the list of Active members in the annual guidebook
3. Placement of ads in Chamber publications
4. Listing of membership on the website

The member will be returned to full Active status upon payment of dues in full or abiding by the payment plan mutually agreed upon.

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Section 3. **Admission** - Any firm or person who meets the qualifications of ARTICLE II and Sections 1 and 2 of this ARTICLE, may enter into membership by completing an application and making required dues payments.

In the event a new member joins one or more “Associations” (hereinafter “ASSOCIATIONS,” which term is defined in ARTICLE XI below) at the same time, the application(s) for all the organizations may be submitted to THE CHAMBER Executive Director or Treasurer who shall grant the membership on behalf of the

ASSOCIATION(s) and THE CHAMBER upon receipt of the first year’s applicable dues.

The Executive Director shall provide copies of THE CHAMBER’s By-Laws and other appropriate material to each new member. THE CHAMBER Secretary shall keep a current list of all CHAMBER Members.

When THE CHAMBER receives dues for any ASSOCIATION, THE CHAMBER Treasurer will advise such ASSOCIATION accordingly and promptly forward the dues collected to the ASSOCIATION concerned. The ASSOCIATION concerned shall promptly provide copies of its By-Laws to its new members.

Section 4. **Resignation of Members** -- Any Member may resign after payment of outstanding dues and other obligations by giving written notice thereof to the Secretary. In the absence of such written notice, the membership will be continued through the date to which membership dues have been paid. Any member resigning from membership shall forfeit all claims to any share of THE CHAMBER’s property.

Section 5. **Expulsion** - Except as provided above for non-payment of dues and other obligations, any member who violates any provision of these By-Laws or commits acts injurious to THE CHAMBER or refuses or neglects to comply with any rule, regulation, resolution, order or direction of the Board of Directors or of a duly authorized committee thereof, may be expelled by a two-thirds vote of the Board of Directors present at a duly called meeting at which a quorum is present and such a matter is considered; provided that the member shall have been furnished a full statement of the charges against the firm or person concerned and, shall have been given an adequate opportunity for a hearing thereon, prior to action by the Board of Directors. Any member expelled from membership shall forfeit all claims to any share of THE CHAMBER’s property.

ARTICLE V
Meetings of Members

Section 1. **Annual Meeting** - The Annual Meeting of CHAMBER members shall be held within ninety (90) days of each fiscal year end on a date designated by the Board of Directors for the purpose of:

- (a) Electing Directors and Officers,
- (b) Considering and approving, with or without change, the minutes of prior meetings,
- (c) Receiving reports of the Audit and other Committees,
- (d) Considering and approving the Treasurer's report (subject to audit and adjustment),
- (e) Adopting a budget, operating plan and cash flow projections for the current fiscal year to be presented by the President; and,
- (f) Transacting any other business that may properly come before the meeting.

Section 2. **Special Meetings** -- Special Meetings of the Members may be called:

- (a) By the President,
- (b) By any three (3) officers,
- (c) By any two (2) officers at the request in writing of a majority of the Board of Directors; or,
- (d) By the Secretary upon written request of ten (10) CHAMBER members.

Only such business as the meeting was called to consider shall be discussed and acted upon at a special meeting.

Section 3. **Notice of Meetings** - Written or printed notice of every meeting of members shall be mailed by first class mail to each member entitled to vote thereat. Such notice shall:

- (a) Include the date, time and place, and, in the case of a special meeting, the purpose or purposes therefore and the fact that such notice is being issued by or at the direction of the person or persons calling the meeting.
- (b) Be mailed not less than ten (10) nor more than thirty (30) days before the date of the meeting.
- (c) Be sent to members' addresses as they appear on the records of THE CHAMBER at the time notices are mailed.

Section 4. **Quorum** - For Annual or Special Member Meetings, a quorum shall be ten (10) of the members present and qualified to vote.

Section 5. **Voting** - At every meeting of CHAMBER members, each Active Business Firm Member and Social Member in good standing and each Life Member shall have one vote. Such members may vote in person or by written proxy. Except for Life Members, other classes of Courtesy Members may not vote.

Unless otherwise provided herein, a simple majority of the members present or voting by proxy, in good standing, and qualified to vote, will carry or defeat any motion at any duly called meeting at which a quorum is present.

ARTICLE VI **Officers**

Section 1. **Number and Qualifications** - The Officers shall consist of a President, a Vice President, a Treasurer, and a Secretary. No person may hold more than one office at any one time.

Section 2. **Election** - The Officers shall be elected by a majority of the Members present and entitled to vote at the Annual Meeting of CHAMBER Members. Each Officer shall be elected to serve for one year or until his or her successor shall be elected. Neither the President nor the Vice President nor the Secretary shall hold those offices for more than two successive terms of one year each. Having served two successive terms, none of these three officers shall be re-elected to the same position until after the lapse of at least one year. Treasurer may hold that office for no more than three successive one year terms.

Section 3. **President** - The President shall preside at all meetings of Members, the Board of Directors and of the Executive Committee and shall perform all other duties usual to this office. The President shall be an ex officio member of all committees.

He or she shall also perform such other duties as may from time to time be assigned by the Board of Directors.

Section 4. **Vice President** - The Vice President shall act in the absence of the President. It is further understood that the Vice President shall ordinarily be expected to succeed the President at the end of the President's term; if he or she is duly elected as provided in these By-Laws.

He or she shall also perform such other duties as may from time to time be assigned by the Board of Directors.

Section 5. **Absence or Disability** - In the absence or disability of the President and Vice President, a member shall be chosen by and from the Board of Directors to act temporarily.

Section 6. **Executive Director** - The Executive Director shall supervise or conduct the business and affairs of THE CHAMBER according to the policies established by the Board of Directors. He or she shall also have the power to hire, manage the activities of and discharge employees whether seasonal, temporary, full-time or part-time on behalf of the Board of Directors.

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He or she shall also perform such other duties as may from time to time be assigned by the Board of Directors.

Section 7. **Treasurer** -

(a) **Chamber Funds** - The Treasurer shall have charge and custody of and be responsible for all CHAMBER Funds. The Treasurer or designee of the Treasurer, or other designee so authorized by the Board of Directors, shall deposit funds in the name of THE CHAMBER in such banks or other depositories as shall be selected by the Board of Directors. The Treasurer shall keep full and accurate records of receipts and disbursements of moneys received and paid on behalf of THE CHAMBER and shall also render a statement of THE CHAMBER's finances to the Board of Directors at all regular meetings thereof or when otherwise requested.

Disbursement of CHAMBER funds may be made by the Treasurer, or other designee so authorized by the Board of Directors, whenever such payments are consistent with the approved budget, operating plan and cash flow projection adopted at the Annual Meeting of Members for the fiscal year concerned. Exceptional disbursements shall require approval by the Executive Committee. Except for petty cash, all disbursements shall be by check.

(b) **ASSOCIATION Funds** -- Separate funds and checking accounts will be maintained for each ASSOCIATION. Details respecting ASSOCIATION financial operations are set forth below in ARTICLE XI, Section 8, "Accounting and Finance."

(c) **Treasurer's Records** -- The Treasurer's books shall be open at all reasonable times to the inspection of the CHAMBER Board of Directors, the Audit Committee and the Board's external Auditors. With respect to any financial records of any ASSOCIATION maintained by the CHAMBER Treasurer, such records shall also be open at all reasonable times to inspection by the Treasurer or Board of Directors of the ASSOCIATION concerned.

(d) **Other Duties** -- He or she shall also perform such other duties as may from time to time be assigned by the Board of Directors.

Section 8. **Secretary** - The Secretary shall keep, or cause to be kept, the minutes and act as Secretary of all meetings of Members, the Board of Directors and the Executive Committee. The Secretary shall be responsible for the giving and serving of all notices of meetings of Members, of the Board of Directors and of the Executive Committee and all other notices required by law or these By-Laws.

The Secretary shall insure that there is a written record of the proceedings of each meeting and present the same before or at the opening of the following meeting.

The Secretary shall be the custodian of the corporate records and shall serve as Clerk under Massachusetts Law. He or she shall do and perform all duties usually incident to the office of the Secretary and such other duties as may from time to time be assigned by the Board of Directors.

The Secretary shall keep a list of all members of THE CHAMBER and shall report to the Executive Committee the names of all Members one year in arrears in dues.

ARTICLE VII **Board of Directors**

Section 1. **Number** - The number of directors that constitute the whole Board of Directors of THE CHAMBER shall be fourteen plus one Director elected by each ASSOCIATION. The Board of Directors shall consist of:

Four (4) Officers: A President, a Vice President, a Treasurer, and a Secretary each of whom shall be elected annually for a term of one (1) year.

Nine (9) additional Directors chosen from the Membership, eight (8) of whom shall serve for terms of two (2) years, with four (4) terms expiring each year and one (1) who shall be elected annually for a term of one (1) year.

The immediate Past CHAMBER President, who shall be an ex officio member of the Board of Directors following the close of his or her active term in office; and,

One representative elected by each ASSOCIATION under the rules of its By-Laws, who shall serve a term of one (1) year. Such representatives shall have the same voting rights as do all other Directors.

Section 2. **Powers** - The property and business of THE CHAMBER shall be managed by its Board of Directors. During the intervals between Annual and Special Meetings of Members, the Board of Directors may exercise all powers of THE CHAMBER. It may do all lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the Members. The Board of Directors may delegate to committees of their own number and to officers, employees and to the committees specified in ARTICLES VIII and IX of these By-Laws such powers and duties as it may see fit.

It shall have the power to appoint and discharge agents and employees and to appoint Directors or Officers to fill unexpired terms in the event of death, removal or resignation as provided in ARTICLE X below.

Section 3. **Election, Term and Removal** - Subject to term limitations described in ARTICLE VI, Section 2 above, at each duly called Annual Meeting of Members at which a quorum is present, a majority vote of those present and entitled to vote shall elect:

Four (4) Officers -- who shall also serve as Directors -- to serve one (1) year each.

Four (4) Directors to serve terms of two (2) years each.

One (1) Director to serve a term of one (1) year.

Each Director or Officer shall continue in office for his or her term or unless his or her death, resignation or removal occurs earlier and until his or her successor has been duly elected and takes office. Any Director or Officer may be removed for cause or without cause by action of the Board of Directors or by the Members at an Annual or Special Meeting.

Section 4. **Regular Meetings** - Regular meetings of the Board of Directors shall take place, with or without notice, during the third week each month at the date, time and place designated by the Board of Directors provided, however, that the date of such regular meeting may be changed to another date upon notice given to each member of the Board by the President or the Secretary at least two (2) days in advance if by mail or twenty-four (24) hours in advance if by telephone or by other electronic means. Active and Courtesy Members may attend and be heard at such meetings; but are not eligible to vote on matters under consideration by the Board.

Section 5. **Special Meetings** - Special meetings of the Board of Directors may be called by the President or Secretary on at least two (2) day's notice by mail or twenty-four (24) hours notice by telephone or other electronic means to each Director. On the written request of three Directors or Officers, special meetings shall also be called by the President or Secretary in like manner and on like notice.

Section 6. **Quorum** - For Directors' meetings, a quorum shall be 50% of the Directors then in office to be present in person or through electrical or electronic means.

Section 7. **Rules and Regulations** - The Board of Directors may from time to time adopt such rules and regulations as it may deem advisable to carry out the business of THE CHAMBER.

Section 8. **Compensation** - Except as specifically authorized by the Board of Directors, no Director or Officer shall receive any salary or other compensation for their services. However, Directors, Officers and others specifically designated by the Board of Directors as THE CHAMBER's official delegates to conferences, meetings and the like, may be reimbursed for their reasonable out-of-pocket expenses within limitations expressed in "Travel and Expense Guidelines." Such Guidelines may be issued from time to time by the Treasurer, subject to Board or Executive Committee approval.

ARTICLE VIII **Standing Committees**

Section 1. **Generally** - The Standing Committees of THE CHAMBER shall be: The Audit Committee, The Executive Committee, and the Nominating Committee. Additional

Standing Committees may be established or disbanded by the Board of Directors upon the recommendation of the President.

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Except for the Executive Committee, members of Standing Committees shall be elected annually by the Board of Directors upon recommendation of the President.

Section 2. **Audit Committee** - This committee shall periodically, and at the close of the fiscal year's business, review the books and accounts of the Treasurer and Secretary, take such actions as are appropriate, and report its findings at the Annual Meeting of Members.

Section 3. **Executive Committee** - The Executive Committee shall be composed of THE CHAMBER's officers.

Whenever the Members and Board of Directors are not in session, the Executive Committee shall possess, to the extent permitted by law, all the powers of THE CHAMBER, excluding the filling of vacancies in offices for unexpired terms. It may exercise such powers in such manner as the Executive Committee deems in the best interests of THE CHAMBER in all cases in which specific directions shall not have been given by the Board of Directors.

The Executive Committee may meet at intervals just before each regular meeting of THE CHAMBER's Board of Directors or when called together by the President, the Vice President or by any two Officers in the absence, illness or disability of the President.

Section 4. **Nominating Committee** - This committee shall consist of not less than three Directors as shall be appointed thereto, from time to time and before each Annual Meeting of Members, by the Board of Directors. The Nominating Committee shall nominate candidates to serve as members of the Board of Directors and as Officers of THE CHAMBER not less than thirty (30) days before each Annual Meeting of Members.

Section 5. **Standing Committee Chairman and Vice Chairman** - Each Standing Committee shall be directed by a Chairman, and in some cases, a Vice Chairman, who shall be appointed by the Board of Directors, upon the recommendation of the President. Each Standing Committee Chairman shall be a member of the Board of Directors.

Section 6. **Standing Committee Membership** - Each Standing Committee shall be composed of such additional members as shall be appointed by the President and confirmed by vote of the Board of Directors. Members of any committee must be in good standing. All Members of the Executive Committee and the Nominating Committee must be members of the Board of Directors.

Section 7. **Times of Meetings** - Each Standing Committee may meet at a stated time or on notice by its respective chairman or vice chairman, or the President, or the Executive Director to all its members.

Section 8. **Minutes and Reports** - Each Standing Committee shall keep minutes of its proceedings and promptly report the same to the Board of Directors. Each such committee shall submit a written report of its activities at each Annual Meeting of Members when requested by the Board of Directors.

Section 9. **Quorums** - For Standing Committees, a quorum shall be 50% of the Committee's members.

ARTICLE IX
Special Committees

Section 1. **Appointment** - The Board of Directors shall appoint such Special Committees for specific purposes as seem necessary for the satisfactory operation of THE CHAMBER. Their Chairmen and Vice Chairmen need not be members of the Board of Directors but shall be members in good standing.

Section 2. **Operations** - Special Committees shall have the same requirements as do Standing Committees respecting: Chairman, Membership, Times of Meetings, Minutes, Reports and Quorums.

ARTICLE X
Resignations and Filling of Vacancies

Section 1. **Resignations of Members** - See ARTICLE IV, Section 4. above, “Resignation of Members.”

Section 2. **Resignations of Directors and Officers** - Any Director or Officer may resign at any time upon giving written notice to the Board of Directors. Such resignations take effect at the time specified in the notice or upon receipt by the President or Secretary.

In other circumstances in which no written notice is received but a Director or Officer has missed four (4) consecutive meetings, which absences are unexcused, then the Board of Directors may, by majority vote, declare such Officer or Director’s position vacant and fill such vacancies in accordance with the provisions below.

Section 3. **Filling of Vacancies** - If a vacancy shall exist on the Board of Directors or in any office, a majority of the Directors then in office may, by majority vote, appoint any Member in good standing to fill such vacancy. Any person so appointed shall serve during the unexpired term and until his or her successor shall be elected and take office.

ARTICLE XI
“Associations of Business Firms”

Chamber Member Firms having common interests may be organized into one or more “ASSOCIATIONS” subject to the following:

Section 1. **ASSOCIATION and CHAMBER Relations** - ASSOCIATIONS shall operate within the framework of THE CHAMBER and under the provisions of THE CHAMBER By-Laws; and more specifically under the contents of this ARTICLE. Should an issue arise between an ASSOCIATION and THE CHAMBER, the CHAMBER’s Board of Directors shall determine whether such issue shall be resolved by itself or by the ASSOCIATION concerned.

Section 2. **ASSOCIATION Purpose** - To further the common interests of the member firms, and to promote business in Chatham on a seasonal or year-round basis.

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Section 3. **Minimum Size** - ASSOCIATIONS shall consist of no fewer than twelve active Business Member Firms.

Section 4. **Definition of “business firm”** - Any enterprise as defined in ARTICLE IV above, whose activities result in seasonal or year-round employment of one or more persons.

Section 5. **ASSOCIATION Membership** - All ASSOCIATION members must also be members of THE CHAMBER.

In the case of a new association member, applications for membership in THE CHAMBER and other ASSOCIATIONS may be submitted to any ASSOCIATION Treasurer who shall grant such membership(s) on behalf of the ASSOCIATION and THE CHAMBER upon receipt of the first year's applicable dues.

The ASSOCIATION's Treasurer shall provide copies of the ASSOCIATION's By-Laws and other appropriate material to each such new member.

When any ASSOCIATION receives dues for THE CHAMBER, the ASSOCIATION Treasurer will advise THE CHAMBER's Treasurer accordingly and promptly forward the dues collected. THE CHAMBER shall promptly provide copies of its By-Laws to its new members.

Section 6. **Dues and Assessments** - Annual dues and special assessments for specific purposes may be levied by each ASSOCIATION on its members. Further:

Members joining any ASSOCIATION during the first quarter of any Fiscal Year shall pay the full annual dues. Members joining after the first quarter shall pay dues pro-rated according to the quarter in which they join.

Any ASSOCIATION Member whose dues are one (1) year or more in arrears shall, upon written notice, be dropped from ASSOCIATION membership. Any such Member may be reinstated only upon application and payment of all delinquent and current dues.

Special assessments for specific purposes may be levied by vote of the membership at any regular or special meeting of ASSOCIATION members.

Section 7. **Officers, Representatives to the Chamber Board and Elections** - Each ASSOCIATION's members shall elect their own Officers for each fiscal year including, but not limited to, a President, a Vice President, a Secretary and a Treasurer. As provided in its By-Laws, either its Membership or its Board shall also select a member of its Board each fiscal year to serve as a Member of THE CHAMBER's Board of Directors as described in ARTICLE VII above.

Such Representatives to THE CHAMBER's Board may also be designated as Officers of their ASSOCIATION or not; as provided in the By-Laws of the ASSOCIATION concerned.

Section 8. **Accounting and Finance** --

Separate funds and checking accounts will be maintained for the CHAMBER and for each ASSOCIATION. All ASSOCIATION funds shall be deposited in such banks or other

depositories as shall be selected by the relevant ASSOCIATION's Board. The accounts of any such depositories shall be insured by an agency of the Federal government and shall bear the CHAMBER's Federal Tax Identification Number. In every case, account signers shall be the ASSOCIATION Treasurer and one Alternate selected by the relevant ASSOCIATION's Board. Further:

(a) Each ASSOCIATION shall observe the same fiscal year as does the CHAMBER.

(b) Each ASSOCIATION Treasurer (and their Alternate) shall be responsible for the relevant ASSOCIATION's checking and other accounts, if any; receiving and depositing income items and -- subject to their ASSOCIATION's budgeting and approval process --will pay ASSOCIATION bills and sign ASSOCIATION checks. In that regard:

(1) It is recommended that Annual Income and Expense Budgets be created and approved in advance of each Fiscal Year by each ASSOCIATION's Membership or Board; and,

(2) It is recommended that ASSOCIATION Treasurers or their Alternates be empowered to approve proper expenses for payment within the previously budgeted amounts while extraordinary expenses should require additional ASSOCIATION Executive Committee or Board approval.

(c) Such ASSOCIATION Treasurers (or their Alternates) will -- promptly after the end of each month -- provide the CHAMBER's Treasurer with copies of their transaction information.

(d) All ASSOCIATION bank statements and canceled checks will be sent directly by the bank(s) to the CHAMBER's Treasurer (or his or her Alternate) for reconciliation.

(e) Financial Reports for each such ASSOCIATION will be prepared and given to each ASSOCIATION's Treasurer by the CHAMBER's Treasurer once the transaction information and the bank statements are received and needed accounting entries can be made.

(f) The CHAMBER's Treasurer shall be responsible for the timely filing of such Federal and Commonwealth reports as may be required from time to time.

(g) Prospective contracts entailing significant commitments by any ASSOCIATION shall be approved in advance by its Board and may be signed by any appointed ASSOCIATION Board Member. No contract shall be effective for more than one year, nor shall it be for more than \$10,000.00 without prior written approval by the CHAMBER Board.

(h) ASSOCIATIONS shall not borrow funds from, nor shall they lend funds to any individual, business or other entity. Except for petty cash, all disbursements shall be by check.

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(i) Subject to approval by the CHAMBER's Board or Audit Committee, the CHAMBER's Treasurer may, from time to time, provide additional instructions and procedures to be followed within the CHAMBER or within any ASSOCIATION as may be necessary to comply with Governmental or Accounting standards and requirements.

Section 9. **Meetings** - Each ASSOCIATION's meetings shall be held throughout the year at such times and places as are determined by its own Board of Directors. Each ASSOCIATION's Secretary shall assure that a copy of each of the approved Minutes, with attachments, of all such meetings shall be promptly delivered to THE CHAMBER's Secretary for inclusion in THE CHAMBER's Minute Books.

Section 10. **Dissolution, Suspension or Cessation** - In the event of dissolution, suspension of operations or other cessation of any ASSOCIATION, all funds and other assets shall be promptly transferred to THE CHAMBER.

ARTICLE XII
Contracts

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any Officer or Officers, in the name of and on behalf of THE CHAMBER, to enter into any contract or execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind THE CHAMBER by any contract or engagement or to pledge its credit or render it liable for any purpose or for any amount.

ARTICLE XIII
Seal

THE CHAMBER shall not have a seal.

ARTICLE XIV
Fiscal Year

THE CHAMBER's Fiscal Year shall begin on the first day of October in each year.

ARTICLE XV
Waiver of Notice

Whenever any notice is required under the provisions of the Certificate of Incorporation, these By-Laws or the law of the Commonwealth of Massachusetts, a waiver signed by the person or persons entitled to such notice or by his attorney-in-fact thereunto authorized, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI
Indemnification of Directors and Officers

THE CHAMBER, a Massachusetts Corporation, (hereinafter “THE CORPORATION”) shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director or Officer of THE CORPORATION or of any of its subsidiaries -- (that is to say any one or more of its ASSOCIATIONS as defined in ARTICLE XI above, or any other subsidiary organization by any other name that may be formed in the future), -- or who at the request of THE CORPORATION may serve or at any time has served as a Director, Officer or Director of, or in a similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by THE CORPORATION or the proceedings seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceedings not to have acted in good faith in the reasonable belief that his or her action was in the best interests of THE CORPORATION; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by THE CORPORATION, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by THE CORPORATION of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this ARTICLE, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

The right of indemnification under this ARTICLE shall be a contract right inuring to the benefit of the Directors, Officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this ARTICLE shall adversely affect any right of such Director, Officer or other person existing at the time of such amendment or repeal.

The right of indemnification under this ARTICLE shall be in addition to and not exclusive of all other rights to which such Director or Officer or other persons may be entitled. Nothing contained in this ARTICLE shall affect any rights to indemnification to which THE CORPORATION employees or agents other than Directors and Officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

ARTICLE XVII
Bonding

One or more Board Members, Officers or others may be specified and bonded for amounts deemed appropriate by the Board of Directors.

ARTICLE XVIII
Parliamentary and Meeting Rules

Section 1. **Rules of Order** - The proceedings of THE CHAMBER's meetings shall be conducted according to the latest edition of Robert's Rules of Order.

Section 2. **Sectarian Issues** - Discussion of religious issues at any meeting of Members, Directors, Committees or Officers is strictly forbidden.

Section 3. **Addressing of Meetings** - Only Members shall address any CHAMBER meeting except by invitation of the Board of Directors or by unanimous consent of those present and entitled to vote at the meeting in session.

Section 4. **Conflicts of Interest** - Any possible conflict of interest on the part of any Director, Officer or Member on any matter under discussion shall be disclosed promptly in full detail to the meeting in session. Further:

(a) Any person concerned shall abstain from voting or otherwise attempting to influence the decision on such matters.

(b) Such disclosure shall be made a matter of record within the Minutes of the appropriate meeting as well as the abstention from voting; and,

(c) These requirements shall not prevent any person concerned from stating his or her position in the matter nor from answering pertinent questions for the benefit and guidance of others.

ARTICLE XIX
Amendments

These By-Laws may be amended or altered by a two-thirds vote of those present and entitled to vote at any Annual or Special Meeting of Members, provided notice of the proposed change shall have been mailed by the Secretary to each such member not less than ten (10) days before such meeting.

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Approved by the Chamber of Commerce Board of Directors: October 15, 2008.

Adopted by the Chamber of Commerce Membership: October 30, 2008.

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