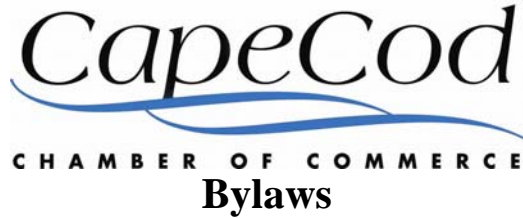


As approved by members at the June 24, 2008 annual meeting.



ARTICLE I General

Headings. The headings and captions in these Bylaws are for convenience only and in no way define or describe the scope or content of any provision of these Bylaws.

Construction. As used in these Bylaws, the masculine gender shall include the feminine gender and the feminine gender shall include the masculine gender, the singular shall include the plural and the plural shall include the singular, wherever appropriate to the context.

Section 1. Name The name of this organization shall be the Cape Cod Chamber of Commerce, hereafter referred to as "Chamber."

Section 2. Mission The mission of the Chamber, on behalf of its members, is to strengthen, support and promote the economic viability, cultural richness, environmental sensitivity and social needs of Cape Cod.

Section 3. Area The Cape Cod economic region.

Section 4. Limitation The Cape Cod Chamber of Commerce shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501 c (6) of the Internal Revenue Code.

ARTICLE II Membership

Section 1. Eligibility Any individual or entity interested in the objectives of the Cape Cod Chamber of Commerce may become an active member of this organization.

Section 2. Termination and Removal (a) Any member may resign from the Chamber upon written request to the Board of Directors; (b) any member shall be expelled by the Board of Directors by a two thirds vote for nonpayment of dues after 120 days from the date due, unless otherwise extended for good cause; (c) any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof for action detrimental or inconsistent with the mission of the Chamber.

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Section 3. Investments The Board of Directors will determine membership dues and membership year.

Section 4. Voting In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

Section 5. Exercise of Privileges Any firm, association, corporation, partnership or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership and shall have the right to change its membership nomination upon written notice.

ARTICLE III Meetings

Section 1. Annual Meeting The annual meeting of the corporation, in compliance with state law, shall be held during June of each year for the election of directors and transaction of other business.

Notice: The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Quorum: Seventy five (75) members or 7% of the total membership, whichever is less, shall constitute a quorum. Votes by proxy shall not be allowed.

Voting: Each member in good standing shall be entitled to cast one (1) vote.

Section 2. Special & General Membership Meetings General meetings of the Chamber may be called by the Chairman of the Board or the Vice Chairman, in absence of the Chairman, at any time, or upon petition in writing of any 25 members in good standing.

Notice: A notice shall be mailed to each member at least five (5) days prior to such meetings.

Quorum: Seventy five (75) or 7% of members, whichever is less, shall constitute a quorum.

Voting: Each member in good standing shall be entitled to cast one (1) vote.

Section 3. Board Meetings Board meetings may be called by the Chairman of the Board or by the Board of Directors upon written application of three (3) members of the Board.

Notice: A notice (including the purpose of the meeting) shall be given to each director at least twenty-four (24) hours prior to said meeting. The CEO shall give due notice by mail or other method approved by the Board.

Quorum: A quorum of the Board shall be one half of the full Board.

Voting: A majority vote shall decide all issues, unless otherwise stated in these Bylaws. A vote of the board, between regular meetings of the board, may be taken by

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telephone or other means of communication in matters that have time sensitivity. A majority vote of the full board is necessary and votes shall be received within 48 hours.

Section 4. Committee Meetings Committee meetings may be called at any time by the Chairman of the Board or by the committee's chairman,

Notice: A notice shall be given at least twenty-four (24) hours prior to said meeting, by mail or other approved notice.

Quorum: A majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Voting: Each member in good standing shall be entitled to cast one (1) vote.

ARTICLE IV Board of Directors

Section 1: Composition The Board shall consist of not less than 18 or more than 30 individuals including officers, all of whom shall be elected by the general membership at the annual meeting. Nominees must be members in good standing of the Chamber. The Nominating Committee shall be charged with the objective of achieving effective representation of the regional economy and geography. Included in the 18 to 30 member limitation will be an executive director in good standing of a local chamber of commerce.

Section 2: Selection and Election Prior to the Annual Meeting, the Chairman shall appoint a Nominating Committee, subject to approval of the Board. The committee will consist of five members of the Chamber, of whom no more than two shall be members of the Board, who shall prepare nominations to fill Board vacancies. These nominations shall be distributed to all members in good standing no less than 45 days prior to the Annual Meeting. Additional nominations for Director may be made by petition, signed by not less than 50 members, which shall be filed with the CEO not less than 25 days prior to the date of the annual meeting. These additional nominations, if any, will also be distributed to the general membership prior to the Annual Meeting.

One third or eight (8) to ten (10) of the total number of Directors shall be elected for the term of three years at the Annual Meeting. No person having served as Director shall be eligible for election again to the Board until one year after completion of two (2) three-year terms of office as Director.

Section 3. Seating of New Directors All newly elected and appointed Board members shall be seated at the next Board meeting and shall be participating members thereafter.

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Section 4. Vacancies and Removal A vacancy from the number of seats elected to the Board of Directors at the Annual Meeting may be filled by a majority of the full Board provided that notice has been provided to Board members in the call of the meeting. The director so elected shall hold office until the next Annual Meeting. A member who has served less than one full year filling a Board vacancy will be eligible for election to two full terms as Director.

A Board member may, by vote of the Board of Directors, be removed following absence from three (3) consecutive meetings, or five (5) meetings in any twelve (12) month period. Any director may be removed from the office with or without cause, by affirmative vote of two-thirds (2/3) of the entire Board of Directors.

The local chamber of commerce shall terminate their representation if no longer employed as a local chamber executive.

Section 5. Policy The Board of Directors shall be the policy making body of the organization and may, in general, perform the functions of Directors in the management of the organization. The Board, or a committee thereof, shall review the policy manual of the organization annually and vote changes as necessary.

Section 6. Powers of the Board The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs. The Board of Directors shall have the power to:

- A. Select and remove the CEO; prescribe any powers and duties for the staff of the Corporation that are consistent with law, the Articles of Incorporation and these Bylaws; and fix compensation for the CEO.
- B. Change the principal office of the corporation.
- C. Adopt and use a corporate seal.
- D. Levy annual dues, assessments, or fees upon members and set the date or dates for their payment; change the amount of such dues, assessments or fees from time to time and provide for collection or penalties for non-payment of any such dues, assessments or fees.
- E. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges and other evidences of debts and securities.

Section 7. Indemnification The Chamber shall, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Chamber, except in relation to matters as to which such

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individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

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 including M.G.L. c. 231 ss85W. Nothing contained in this article shall affect any rights to indemnification to which Chamber employees or agents other than directors and offices and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

ARTICLE V OFFICERS

Section 1. Determination of Officers The officers of the Board shall be Chairman, Vice Chairman, Clerk, Treasurer and Assistant Treasurer and any other officers as deemed necessary to accomplish the goals of the Chamber. Each officer may serve for a period of no more than two years per office, except the Treasurer who is not subject to term limitations. The officers shall be elected annually by the Board and must be elected from the Board membership. Terms of officers shall not be counted toward the two (2) terms limitation.

The Board shall elect the officers at the regularly scheduled Board meeting following the Annual Meeting.

Section 2. Duties of Officers

- A. Chairman of the Board. The Chairman shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chairman of the Board shall select all committee chairmen, assist in the selection of committee personnel, subject to approval of the Board of Directors.
- B. Vice Chairman. The Vice Chairman shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman.
- C. Clerk. The Clerk causes to be prepared notices, agendas and minutes of all meetings.
- D. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. Checks are to be signed in accordance with the financial policies of the Chamber. The Treasurer shall cause a monthly financial report to be made to the Board. The Treasurer shall chair the Finance Committee.

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- E. Assistant Treasurer. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or disability of the Treasurer.
- F. Chief Executive Officer. The CEO shall be the chief administrative officer of the Chamber and shall serve as the Chamber's manager. The CEO
 - a. Shall serve as advisor to the Board and officers of the Chamber,
 - b. Shall be a non-voting member of the Board, Executive Committee and all committees of the Board and advisory committees,
 - c. Shall be responsible for administration of the annual program of work in accordance with the policies and regulations of the Board,
 - d. Together with the Chairman of the Board, shall be the sole spokesperson for the Chamber in communications with the public except for specific areas assigned to others,
 - e. Shall be responsible for preparation of an operating budget covering all activities of the Chamber, in conjunction with the Treasurer, subject to approval of the Board and
 - f. Shall be responsible for all expenditures within Board approved budget allocations. Subject to the powers of the Board, the CEO shall be responsible for hiring, discharging, directing and supervising all employees of the Chamber. The CEO shall assemble information and data and cause to be prepared all reports directed by the program of work or the Board. The CEO shall serve as the Secretary of the Chamber by causing to be prepared notices, agendas and minutes of all meetings and shall assist the Treasurer of the Chamber in the preparation and maintenance of books and accounts. The CEO shall have such other powers and duties as the Board or Bylaws may prescribe.

Section 3. Executive Committee There shall be an Executive Committee consisting of the Chairman, Vice Chairman, Clerk, Treasurer, Assistant Treasurer and Immediate Past Chairman and any officers as deemed necessary to accomplish the goals of the Chamber. The Executive Committee shall have general supervision of the affairs of the Chamber between meetings of the Board, make recommendations to the Board and perform other duties specified by these Bylaws subject at all times to the approval of the Board. The Executive Committee shall not have the authority to bind the Board to any fixed policy or principle. Decisions of the Executive Committee shall be by majority vote.

Section 4. Indemnification The Chamber shall, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV Section 7 of these Bylaws.

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ARTICLE VI Committees

Section 1. Appointment and Authority The Chairman of the Board, by and with approval of the Board of Directors, shall appoint all committee chairmen. The Chairman of the Board may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee chairmen shall be at the will and pleasure of the Chairman of the Board and shall serve concurrent with the term of the appointing Chairman of the Board, unless a different term is approved by the Board of Directors.

No action by any member, committee, division, employee, director or officer 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.

Committees shall be discharged by the Chairman of the Board 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 the committees.

ARTICLE VII Finances

Section 1. Audit The CEO and Treasurer shall cause the financial records of the Chamber to be audited by an independent auditor on an annual basis. The audited shall at all times be available to members of the organization within the offices of the Chamber.

Section 2. Funds The Chamber funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors

Section 3. Disbursements Checks are to be signed in accordance with the financial policies of the Chamber

Section 4. Budget The CEO and Treasurer shall cause an operating budget to be prepared for adoption by the Board of Directors at least 60 days prior to the beginning of the new fiscal year.

Section 5. Fiscal Year The fiscal year of the Chamber shall end June 30th.

As approved by members at the June 24, 2008 annual meeting.

Section 6. Bonding The CEO and such other officers and staff as the Board of Directors may designate shall be bonded by sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII Dissolution

Section 1. Procedure The corporation may be dissolved by resolution adopted at any annual meeting or special meeting of the membership or by resolution adopted by affirmative vote of two-thirds (2/3) of the entire Board of Directors. Following the adoption of Resolution for Dissolution, the affairs of the corporation shall be concluded in accordance with the provision of Chapter 156 section 100 of Massachusetts General Law. In the event of dissolution, the Board of Directors shall dispose of all assets of the corporation remaining after the claims of creditors have been satisfied to corporations operating solely for similarly non-profit public purposes and which are qualified for exemption under Section 501 c (6) of the Internal Revenue Code of the United States, or to federal, state, county governments for public purposes.

ARTICLE IX Parliamentary Authority

Section 1. The rules obtained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board of Directors may adopt.

ARTICLE X Amendments

These Bylaws may be amended at the Annual Meeting, or a general membership meeting called for this purpose, by two thirds (2/3) of the general membership in attendance, provided that the amendment(s) have been distributed to the membership 30 days prior to the meeting.

Adopted: June 24, 2008
Amended: (date)
(date)