

ARTICLE V - NOMINATIONS

Section 1. Directors Nominating Committee. Not later than the month of May each year, the Chairman of the Board shall appoint a Directors Nominating Committee consisting of seven (7) individual representatives of Chamber members in good standing, not more than four (4) of whom shall be members of the existing Board of Directors. One such person shall be designated to serve as the chair of the Directors Nominating Committee.

Section 2. Duties of the Nominating Committee. The Directors Nominating Committee shall, prior to June 15 of the year in which it is appointed, present a slate of thirteen (13) candidates to for election as directors pursuant to Section 2(a) of Article IV of these Bylaws. The Directors Nominating Committee shall contact each candidate and confirm his or her willingness to serve as a director, if elected. In the event of the submission of one or more petitions pursuant to Section 4 of this Article V, the Directors Nominating Committee shall also be responsible to carry out the duties assigned under such Section and, following receipt of the report of the Election Committee pursuant to Section 6 of this Article V, report the final results of the election to the Chairman of the Board, who shall report the results of the election at the next regular meeting of the Board of Directors and in writing to the membership.

Section 3. Publicity . Upon receipt of the report of the Directors Nominating Committee, the President and CEO shall cause written notice to be mailed to the Chamber membership setting forth the slate of candidates proposed by the Directors Nominating Committee and the right of petition as provided in Article V, Section 4, by these bylaws. A list of the candidates as nominated shall be kept on file in the office of the Chamber.

Section 4. Petition. During the fifteen (15) day period following the date on which the notice provided for in Section 3 of this Article V is mailed, additional candidates who meet all eligibility qualifications of a director hereunder may be nominated by written petition bearing the genuine signatures of at least five percent (5%) of the current members of the Chamber that are in good standing and are entitled to vote in the election of directors. The Directors Nominating Committee shall review any petition so received for compliance with the requirements of these bylaws and the determination of the Directors Nominating Committee as to the validity of any such petition shall be conclusive and final.

Section 5. Determination.

(a) If no petition is filed within the time period specified in Section 4 of this Article V, the nominations shall be closed and the slate of candidates proposed by the Directors Nominating Committee shall be declared elected by the Chairman of the Board at the next regular meeting of the Board of Directors and notice thereof shall be given in writing to the Chamber membership.

(b) If a petition is submitted in accordance with Section 4 of this Article V and is determined by the Directors Nominating Committee to be valid, the names of all candidates proposed by the Directors Nominating Committee and by petition shall be arranged on a ballot in alphabetical order according to last names. Such ballot shall be mailed to all Chamber members in good standing and entitled to vote in the election of directors with written instructions that such ballot be completed and signed by such members, indicating votes for candidates up to the total number of available positions to be filled, and returned to the Chamber at its principal office address not later such date as is specified on the ballot, which date will be not less than seven (7) business days after the date on which such ballots are mailed to the Chamber members.

Section 6. Election Committee. In the event of an election by ballot, as provided in Section 5(b) of this Article V, the Chairman of the Board shall appoint an Election Committee composed of three (3) directors whose terms expire at the end of the current Chamber year, whose duty it shall be to meet, review the ballots so cast for conformance to all applicable requirements under these bylaws, count the votes cast on conforming ballots, and to declare the results of said election by written report to the Directors Nominating Committee.