

**AMENDED AND RESTATED REGULATIONS
OF
THE ATHENS AREA CHAMBER OF COMMERCE
(Amended and Restated Effective as of December 2021)**

ARTICLE ONE

GENERAL

Section 1.01. Name

This organization is incorporated under the laws of the State of Ohio and shall be known as the Athens Area Chamber of Commerce.

Section 1.02. Purpose

The purposes of the Athens Area Chamber of Commerce is to facilitate a strong business climate in Athens County and to assist our member companies in meeting their full potential.

Section 1.03. Limitations

The Chamber shall be nonprofit, nonpartisan, and nonsectarian and take no part in or lend its influence or facilities either directly or indirectly to the nomination, election, or appointment of any candidate for public office in the township, village, city, county, state, or nation.

ARTICLE TWO

MEMBERSHIP

Section 2.01. Members and Qualifications.

(A) Any individual person, corporation, limited liability company, partnership, or other enterprise interested in supporting the purposes of the Athens Area Chamber of Commerce (the “Chamber”) shall be eligible to apply for membership in the Chamber. All applicants for membership shall make written application to the Chamber (on the form then prescribed by the Chamber), agreeing in the application to comply with all of the terms and conditions of membership and the Regulations, in each case as amended from time to time. An applicant shall be received into membership upon receipt by the Chamber of (1) a fully-executed application for membership in form satisfactory to the Chamber and (2) payment of the applicable membership dues in accordance with Section 1.02 hereof.

(B) The Athens Area Chamber of Commerce does not discriminate in membership, employment, or practices on the basis of race, creed, color, religion or religious belief, sex, national origin or ancestry, age, disability, sexual orientation, gender identity or expression, marital or familial status, or any other characteristic protected by law.

(C) Notwithstanding the foregoing, the board of directors of the Chamber (the “Board”) may designate as an honorary member any individual person who, by reason of his or her service to the

community or otherwise, is deemed worthy of special recognition by the Chamber. Honorary members shall be entitled to exercise all of the rights and privileges of a member.

Section 2.02. Membership Dues.

Except as otherwise set forth in the Regulations, members shall pay such membership dues as are fixed from time to time by the Board. Honorary members shall be exempt from the payment of membership dues.

Section 2.03. Suspension and Revocation of Membership.

(A) The Board may revoke a membership (1) if the applicable member fails to pay the requisite membership dues within ninety (90) days of the date payable, or (2) for conduct unbecoming a member.

(B) Any member whose membership is suspended or revoked may seek reinstatement by filing a written application therefore with the Board. Upon receipt of any such reinstatement application, the Board, in its sole discretion, shall determine (1) whether to reinstate such member and (2) the terms and conditions of such reinstatement. A member whose membership is suspended or revoked will not be considered to be in good standing unless and until the Board reinstates the member. The rights accruing to a member in these regulations do not accrue to a member whose membership is under suspension or revocation.

ARTICLE THREE

MEETINGS OF MEMBERS

Section 3.01. Annual Meeting.

An annual meeting of members for the election of directors, the consideration of reports to be laid before such meeting, and the transaction of such other business as may properly come before such meeting shall be held in each year on such date and at such time and place within Athens County, Ohio, as shall be designated by the Board.

Section 3.02. Calling of Meetings.

Meetings of the members may be called only by (A) the Chair of the Board, the President, or, in the case of the President's absence, death, or disability, the officer of the Chamber authorized to exercise the authority of the President; (B) by the Board by action at a meeting or a majority of the directors acting without a meeting; or (C) at least twenty-five (25) members. Following receipt by the Chair of the Board, the President, or the Secretary of a request in writing specifying the purpose(s) for which a meeting of the members is called, delivered either in person or by registered mail to such officer by any persons entitled to call a meeting of members, such officer shall cause to be given to the members notice of a special meeting to be held on a date not less than five (5) nor more than sixty (60) days after the receipt of such request, as such officer may fix. If such notice is not given within fifteen (15) days after receipt of such request by the Chair of the Board, the President, or the Secretary, the persons properly calling such meeting may fix the time and place of such meeting and give notice thereof in accordance with the provisions of the Regulations.

Section 3.03. Notice of Meetings.

Written notice stating the time, place, and purpose(s) of a meeting of members shall be given by any means then permitted by Chapter 1702 of the Ohio Revised Code not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member entitled to notice of the meeting by or at the direction of the Chair of the Board, the President, or the Secretary or any other person permitted by the Regulations to give notice of a meeting. If mailed, such notice shall be addressed to each member at the address of such member as it appears on the records of the Chamber. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are announced at such meeting.

Section 3.04. Quorum.

At any meeting of members, a majority of members (excluding honorary members) present at a duly called meeting shall constitute a quorum for such meeting.

Section 3.05. Voting.

Each member shall be entitled to one vote on each matter properly submitted to the members for their vote, consent, waiver, release, or other action. The affirmative vote of a majority of the members present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any other action voted upon by the members, except that no action required by law, the Articles of Incorporation of the Chamber (the “Articles”), or the Regulations to be taken by a specified proportion or number of members may be taken by a lesser proportion or number of members. No member who is a natural person may vote by proxy.

Section 3.06. Order of Business.

The order of business at any meeting of members shall be determined by the officer of the Chamber acting as Chair of such meeting, unless otherwise determined by the vote of a majority of the members present.

ARTICLE FOUR

DIRECTORS

Section 4.01. Authority.

Except where the law, the Articles, or the Regulations otherwise provide, all the authority of the Chamber shall be exercised by, or under the direction of, the Board.

(A) The governmental 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.

(B) All members of the Governing Board of the Athens Area Chamber of Commerce are requested to disclose any duality of interest or potential conflict of interest. In the event of duality of interest or conflict of interest, the Governing Board member will disclose such interest and will not vote or use his / her personal influence on the matter.

Section 4.02. Number, Term, and Qualifications of Directors.

(A) Until changed in accordance with the provisions of the Regulations, the Board shall be comprised of eleven (11) directors elected by the members in accordance with Section 4.02(B). Each director must be a member (or the delegated employee of a member) of the Chamber. Only individual persons nominated pursuant to Article Four of the Regulations shall be eligible for election or selection as directors by the members pursuant to Sections 4.02(B).

(B) Directors shall be divided into three (3) classes, each of an approximately proportionate number of directors. For so long as the Board is comprised of eleven (11) directors, the directors shall be divided into three classes. No more than five directors can make up any one of the three (3) classes. At each annual meeting of members, a class of directors shall be elected to succeed the class of directors whose term shall expire at that annual meeting and to serve for a term of three (3) years and until his or her successor is duly elected and qualified or until his or her earlier resignation, removal from office, or death. Beginning with directors elected at the 2006 annual meeting of members, no person may be elected pursuant to this Section 4.02(B) to serve as a director for more than two (2) consecutive three (3) year terms. Board of Directors may not serve more than seven (7) consecutive years.

Section 4.03. Vacancies.

Any vacancy in the Board may be filled by the remaining directors, though less than a majority of the whole authorized number of directors, by the vote of a majority of their number, for the unexpired term.

Section 4.04. Meetings.

In each calendar year, the Board shall hold at least nine (9) regularly scheduled meetings which shall be called by the Chair of the Board or the President and held at such times as the Chair of the Board or the President shall reasonably determine. In the absence of such call, regularly scheduled meetings will be held at the Chamber's main office at 8:00 a.m. on the third Friday of each month with the Executive Board meeting at 7:15 am on the same day. Special meetings of the Board may be called by the Chair of the Board, the President, or any three directors.

Section 4.05. Place of Meetings.

All meetings of the Board shall be held at the principal office of the Chamber in Athens, Ohio, or at any other place within or without the State of Ohio as the Chair of the Board or the President shall reasonably determine. Meetings of the Board may be held through any communications equipment if all directors participating can hear each other, and participation in a meeting through such communications equipment shall constitute presence at such meeting.

Section 4.06. Notice of Meetings.

Written notice of the time and place of each meeting of the Board shall be given by or at the direction of the Chair of the Board, the President, or the Secretary to each director by any means then permitted by Chapter 1702 of the Ohio Revised Code at least two (2) days before such meeting. Notice of a special meeting shall specify the intended purpose(s) of such meeting, but no such

statement of purpose(s) shall be deemed to limit or otherwise control the matters to be considered and acted upon at such meeting.

Section 4.07. Quorum.

At all meetings of the Board, the presence of at least six (6) one more than half of directors shall be necessary to constitute a quorum, except that a majority of the directors then in office shall constitute a quorum for filling a vacancy in the Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise required by law, the Articles, or the Regulations.

Section 4.08. Removal.

A director may be removed from office for conduct unbecoming a director by the vote of a majority of the whole authorized number of directors. Notwithstanding the foregoing, a director shall, automatically and without further action by the Board or any other person, be removed as a director in the event such director shall cease to be a member (or the delegated employee of a member) of the Chamber. The removal of a director shall be deemed to create a vacancy in the Board which may be filled pursuant to Section 4.03 hereof.

Section 4.09. Executive Committee.

There shall be an Executive Committee of the Board (the "Executive Committee") comprised of five (5) directors, consisting of the Chair of the Board, the Immediate Past Chair of the Board, the Vice-Chair of the Board, the Secretary, and the Treasurer. No director shall serve for more than five (5) consecutive years as a member of the Executive Committee. The Executive Committee shall have and may exercise all of the powers and authority of the Board in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board. At each regular meeting of the Board, the Executive Committee shall submit a report of its material acts or proceedings since the last Board meeting. At any meeting of the Executive Committee, the presence of at least a majority of its members then in office shall constitute a quorum. The act of a majority of the members present at any meeting of the Executive Committee at which a quorum is present shall be the act of the Executive Committee. Written notice of the time and place of each meeting of the Executive Committee shall be given by or at the direction of the Chair of the Board, the President, or the Secretary to each member of the Executive Committee by any means then permitted by Chapter 1702 of the Ohio Revised Code at least two (2) days before such meeting. A meeting of the Executive Committee may be called by the Chair of the Board, the President, or any three members of the Executive Committee.

Section 4.10. Nominating Committee.

(A) Not less than ninety (90) days prior to the annual meeting of members, the Chair of the Board, with the approval of the Board, may appoint a Nominating Committee of the Board (the "Nominating Committee") to consist of not fewer than three (3) directors who were elected pursuant to Section 4.02(B) and who are not candidates for re-election. The Vice-Chair will be a member of the Nominating Committee.

(B) Not less than sixty (60) days prior to the annual meeting of members, the Nominating Committee may select and nominate three (3) or four (4) members (or the delegated employees of

members) of the Chamber, as candidates for election as directors for a term of three (3) years, the exact number of nominees to be determined by the number of vacancies needed to succeed the class of directors whose three (3) year term shall expire at such annual meeting. Upon determining the nominees in accordance with the terms of this Section 4.10(B), and ascertaining that the nominees are willing to stand for election and to serve as a director if elected, the Nominating Committee shall deliver written notice of the names of the nominees to the Chair of the Board and the President.

(C) At any time prior to the Nominating Committee's determination of the nominees pursuant to Section 4.10(B), any member shall have the right to submit to the Nominating Committee a proposed nominee or nominees for election as a director, and the Nominating Committee shall consider such proposed nominee(s) when determining the nominees pursuant to Section 4.10(B); provided, however, that the Nominating Committee shall have no obligation to select and nominate a person proposed by a member pursuant to this Section 4.10(C).

(D) At least thirty (30) days prior to the annual meeting of the members, notice of the Nominating Committee's nominations and the members' right of nomination by petition shall be given to all the members by or at the direction of the Chair of the Board or the President. Such notice may be provided by any lawful means, including as part of a newsletter or other publication. Within twenty (20) days after such notice was sent, any member, upon obtaining the signatures of at least twenty (20) members, may file with the Chair of the Board or the President one additional nomination.

Section 4.11. Other Committees.

The Board shall have the authority to create such other committees of the Board, consisting of one or more directors, as it determines may be necessary or convenient for the conduct of the affairs of the Chamber, and the Chair of the Board shall appoint the members of any such committee, subject to the approval of the Board. No person shall serve as Chair of any such committee for more than three (3) consecutive years, unless otherwise approved by the Board. Any such committee shall have that authority of the Board so conferred by the Board. Each such committee shall, upon request of the Chair of the Board or the President, furnish a report of its proceedings to the Board. This section does not apply to Subsidiary Organizations described in Article Five.

Section 4.12. Ballots.

The election of directors shall be submitted to the members by ballot if the number of candidates for election exceeds the number of directors to be elected. All other matters submitted to a vote of the members shall be *viva voce*, unless the Chair of the Board, the President, the Board, or at least ten percent (10%) of the members shall request that such other matter submitted to a vote of the members be by ballot; such request must be made in writing to the Chair of the Board or the President at least seven (7) days prior to the meeting of members.

ARTICLE FIVE

OFFICERS

Section 5.01. Officers.

The officers of the Chamber shall be elected by the Board and shall include a Chair of the Board, a Vice-Chair, a President, a Treasurer, a Secretary, and such additional officers and assistant officers, including, without limitation, one or more Vice-Chairs and Vice-Presidents, as the Board shall deem necessary or desirable. Except for the President, each officer must be a director of the Chamber. Any two or more offices may be held by the same person.

Section 5.02. Term.

The officers shall hold office at the pleasure of the Board. The Board may remove any officer at any time, either with or without cause.

Section 5.03. Compensation.

The compensation of the President shall be determined by the Executive Committee. The compensation of all other officers, if any, shall be determined by the President and approved by the Executive Committee.

Section 5.04. Duties of the Chair.

The Chair of the Board shall preside at all meetings of the members, the Board, and the Executive Committee, and perform all duties incident to that office and such other duties as may be assigned to him or her from time to time by the Board.

Section 5.05. Duties of the Vice-Chair.

The Vice-Chair for shall exercise all of the authority of the Chair during the absence, disability, or refusal to act of the Chair; shall be the Chair-Elect of the Board succeeding the then current Chair of the Board upon the conclusion of his or her term of office; and shall perform such other duties as may be assigned to him or her from time to time by the Board or the Chair.

Section 5.06. Duties of the President.

The President shall be the chief executive officer of the Chamber. In such capacity, he or she shall exercise general supervision over the business and affairs of the Chamber, and shall have among such additional powers and duties as the Board may from time to time assign to him or her, the power and authority to execute all contracts, agreements, and other instruments requiring the signature of the President and the responsibility for the employment, discharge (with the concurrence of the Executive Committee), and designation of duties of all employees, the disbursement of funds appropriated by the Board, and subject to the provisions of the Regulations, the fixing of compensation for all employees.

Section 5.07. Duties of the Treasurer.

The Treasurer shall be responsible for the administration and safekeeping of the funds at the Chamber. The Treasurer shall be the custodian of the funds, securities, and all other valuable papers at the Chamber.

Section 5.08. Duties of the Secretary.

It shall be the duty of the Secretary to act as secretary of the Board and the Executive Committee, keep a record of their proceedings, and perform such other duties as may be assigned to him or her from time to time by the Board or the President.

Section 5.09. Annual Nomination and Election.

Either before or immediately after the annual meeting of members, the Nominating Committee shall nominate, from among the directors who will be serving in the coming year, one person for each of the following offices: Chair, Vice-Chair, Treasurer, and Secretary. At the first meeting of the Board after the annual meeting of members, the Nominating Committee shall present its nominations to the Board. Additional nominations may be made at such meeting, and the Board shall thereupon elect such officers from among the persons nominated.

Section 5.11. Financial Statements.

The President shall cause a statement of the financial condition of the Chamber to be prepared for each fiscal year as soon as is reasonably practicable after the end of each such fiscal year, and shall present such statement of financial condition, accompanied by the related opinion of the examining accountants, to the Board at a meeting following the date of such accountants' opinion.

Section 5.12. Bonds.

Bonds for the faithful performance of duties may be required of such officers and employees of the Chamber as may be designated by the Board. The amounts of each such bond shall be determined by the Board. The Treasurer shall be the custodian of each such bond.

ARTICLE SIX

SUBSIDIARY ORGANIZATIONS

Section 6.01. Formation.

Any one or more members of the Chamber who desire to be associated together as a board, council, club, committee, bureau, association, or other organization, for the purpose of advancing the special trade, industry, business, profession, or civic enterprise in which they are interested, may petition the Board for permission to be a subsidiary organization of the Chamber (a "Subsidiary Organization").

Section 6.02. Petition.

A petition to be a Subsidiary Organization shall (A) identify the name of the proposed Subsidiary Organization; (B) identify the members of the proposed Subsidiary Organization; (C) identify the

purposes of the proposed Subsidiary Organization; (D) include any such other information as the Board shall then request; and (E) be submitted to the Chair of the Board or the President who shall present the petition to the Board. Upon its receipt of a petition, the Board shall determine, in its sole discretion, whether to approve such petition and the terms and conditions of any such approval.

Section 6.03. Organizational Documents.

Each Subsidiary Corporation may adopt its own articles of incorporation, regulations, by-laws, constitution, rules, and/or regulations which shall be approved in advance of their effectiveness by the Board. In addition to the foregoing, any amendment, restatement or amendment and restatement of such articles of incorporation, regulations, by-laws, constitution, rules or regulations shall be approved in advance of its effectiveness by the Board.

Section 6.04. Indebtedness.

No Subsidiary Organization (or any member thereof) shall contract or incur any debt which shall, in any manner or to any extent, render the Chamber liable for the payment of any sum without the prior written approval of the Board. All funds received by a Subsidiary Organization from the Chamber shall be (A) deposited in a bank account, and (B) designated and disbursed in a manner approved by the Board.

Section 6.05. Action.

No Subsidiary Organization shall have the authority to bind the Chamber by its action (or inaction), conduct, or resolution, unless such action (or inaction), conduct, or resolution shall have been approved in writing by the Board prior thereto.

Section 6.06. Suspension and Dissolution.

The Board, in its sole discretion, may suspend or dissolve any affiliation with a Subsidiary Organization. Upon dissolution of such affiliation, the Subsidiary Organization will return any unspent funds supplied by the Chamber, and may retain any remaining funds.

Section 6.07. Annual Report.

Each Subsidiary Organization shall submit to the Board an annual report of its condition (financial and otherwise) and a review of its proceedings since its last annual report or since its organization if no prior annual report has been submitted.

Section 6.08. Affiliated Organizations.

Upon such terms and conditions as the Board shall determine in its sole discretion, the Board may recognize and treat any organization that does not desire or qualify to be a Subsidiary Organization but desires to become affiliated with the Chamber as an "Affiliated Organization" of the Chamber. No such affiliation shall confer upon any non-member of the Chamber any of the rights or privileges of membership in the Chamber.

ARTICLE SEVEN

INDEMNIFICATION AND INSURANCE

Section 7.01. Mandatory Indemnification.

The Chamber shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action threatened or instituted directly by the Chamber), by reason of the fact that the person is or was a director, officer, employee, or agent of the Chamber, or is or was serving at the request of the Chamber as a director, trustee, officer, employee, member, manager, volunteer, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, whether domestic or foreign or nonprofit or for profit, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Chamber, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Chamber, and with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that the person's conduct was unlawful. Persons acting on behalf of a Subsidiary Organization shall be included in the class of persons to be indemnified, but persons acting on behalf of an Affiliate Organization shall not.

Section 7.02. Discretionary Indemnification.

The Chamber may indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit which is threatened or instituted by the Chamber directly (rather than a derivative action in the right of the Chamber) to procure a judgment in its favor, by reason of the fact that the person is or was a director, officer, employee, or agent of the Chamber, or is or was serving at the request of the Chamber as a director, trustee, officer, employee, member, manager, volunteer, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, whether domestic or foreign or nonprofit or for profit, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Chamber, except that no such indemnification shall be made in respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Chamber unless, and only to the extent that, the Athens County Court of Common Pleas or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the Athens County Court of Common Pleas or such other court shall deem proper. Persons acting on behalf of a Subsidiary Organization shall be included in the class of persons who may be indemnified, but persons acting on behalf of an Affiliate Organization shall not.

Section 7.03. Indemnification for Expenses.

Notwithstanding anything to the contrary herein, to the extent that a director, trustee, officer, employee, member, manager, volunteer, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 7.01 or 7.02, or in defense of any claim, issue, or matter therein, the person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.

Section 7.04. Determination Required.

Unless ordered by a court and subject to Section 7.03, any indemnification under Section 7.01 or 7.02 shall be made by the Chamber only as authorized in the specific case, upon a determination that the indemnification of the director, trustee, officer, employee, member, manager, volunteer, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 7.01 or 7.02. Such determination shall be made (A) by the Board by a majority vote of a quorum consisting of directors who were not and are not parties to, or threatened with, the action, suit, or proceeding; (B) if a majority of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel (other than an attorney or firm having associated with it an attorney who has been retained by or who has performed services for the Chamber or any person to be indemnified within the past five (5) years); (C) by the members; or (D) by the Athens County Court of Common Pleas or the court in which the action, suit, or proceeding referred to in Section 7.01 or 7.02 was brought. Any determination made by the disinterested directors or by independent legal counsel under this Section 7.04 to provide indemnity under Section 7.01 to a person threatened or sued in the right of the Chamber (derivatively) shall be promptly communicated to the person who threatened or brought the derivative action or suit in the right of the Chamber, and such person shall have the right within ten (10) days after receipt of such notification, to petition the Athens County Court of Common Pleas or the court in which action or suit was brought to review the reasonableness of such determination.

Section 7.05. Advances for Expenses.

Expenses (including attorneys' fees) incurred by a director, trustee, officer, employee, member, manager, volunteer, or agent in defending any action, suit, or proceeding referred to in Section 7.01 or 7.02 may be paid by the Chamber in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the director, trustee, officer, employee, member, manager, volunteer, or agent to repay the amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Chamber as authorized in this Article Seven.

Section 7.06. Article Seven Not Exclusive.

The indemnification provided by this Article Seven shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles, the Regulations, any agreement, a vote of members or disinterested directors, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a director, trustee, officer, employee, member, manager, volunteer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7.07. Insurance.

The Chamber may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Chamber, or is or was serving at the request of the Chamber as a director, trustee, officer, employee, member, manager, volunteer, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, whether domestic or foreign or nonprofit or for profit, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Chamber would have the power to indemnify the person against such liability under the provisions of this Article Seven.

Section 7.08. Definition of "the Chamber".

As used in this Article Seven, references to "the Chamber" include all constituent corporations in a consolidation or merger and the new or surviving corporation, so that any person who is or was a director, officer, employee, or agent of a constituent corporation, or is or was serving at the request of such constituent corporation as a director, trustee, officer, employee, member, manager, volunteer, or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article Seven with respect to the new or surviving corporation as the person would if the person had served the new or surviving corporation in the same capacity.

ARTICLE EIGHT

AMENDMENTS

Section 8.01.

The Regulations may be amended or new Regulations may be adopted by the Board by the affirmative vote of a two-thirds (2/3) of the directors then in office, or by a majority of the members at any properly called meeting. Upon adoption of an amendment or new Regulations, the President or the Secretary shall mail to each member a notice of adoption of such amendment or new Regulations, and will make a copy of the amendment or new Regulations available upon request.

ARTICLE NINE

ACTION WITHOUT A MEETING

Section 9.01.

Anything contained in the Regulations to the contrary notwithstanding, any action which may be authorized or taken at a meeting of the members, the Board, or any committee of the Board may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, not less than a majority of the members, all of the directors, or all of the members of the applicable committee of the Board, respectively, which writings shall be filed with or entered upon the records of the Chamber.