

REVISED BYLAWS

of the

LEWISVILLE-CLEMMONS CHAMBER OF COMMERCE, INC.

ARTICLE I

NAME AND PURPOSES

Section 1.01. Name. The name of the organization is the LEWISVILLE-CLEMMONS CHAMBER OF COMMERCE, INC. (herein also the “Chamber”).

Section 1.02. Purpose. The Chamber is organized to advance the economic and civic interests of the business community in the Lewisville-Clemmons area of North Carolina and to provide services for its members.

ARTICLE II

MEMBERS

Section 2.01. Classes. There shall be four (4) classes of members: Non-Profit Member, Regular Member, Corporate Member, and Sponsor Member. The Executive Committee may also grant “in-kind” membership to persons who provide services to the Chamber, as determined by the sole discretion of the Executive Committee. Dues for Sponsor and Corporate Members will be greater than that of a Regular or Non-Profit Member, with all payment levels being set by the Board of Directors (herein also the “Board”). Sponsor and Corporate Members may enjoy greater member privileges, but not greater voting rights, than a Regular or Non-Profit Member.

Section 2.02. Qualifications. Membership may be granted to any individual or entity that supports the mission and purposes of the organization as evidenced by completion of a membership application, and who pays the annual dues as set by the Board.

Section 2.03. Dues. Dues for members shall be established by the Board. In lieu of dues, persons providing in-kind services to the Chamber may be admitted to such classes of membership as determined by the Board from time to time. Members shall be provided a renewal notice at least thirty (30) days prior to their renewal month. Any member failing to pay dues within thirty (30) days after the annual renewal date shall be considered delinquent. If, after sixty (60) days from the original renewal date said member has not paid, then membership services and privileges shall be terminated. For any member whose membership terminates prior to such member’s annual renewal date, refunds may be requested and may be granted in the discretion of the Board.

Section 2.04. Voting Rights. Each Chamber member in good standing shall be entitled to cast one (1) vote on matters called for a vote of the membership. Persons, business entities or associations holding memberships shall have the right, at any time, to change any or all of its individual representatives upon written notice to the Chamber.

Section 2.05. Meetings. Regular meetings of the membership may be held on such schedule as set and announced by the Board from time to time. Special membership meetings may also be called by the President or at the request of at least ten percent (10%) of the members in good standing, provided that such request, signed by the requisite members, shall be addressed to the President. An Annual Membership Meeting shall be held each year on the date, place and hour to be designated by the Board (traditionally held in December). Notice of all membership meetings shall be given by mail or email to each member at least five (5) business days preceding the meeting, and the notice shall contain a brief statement of the purpose of the meeting.

Section 2.06. Quorum. Except as set forth in Article IX regarding meetings for the revision of these Bylaws, attendance by ten percent (10%) of the membership in good standing, present in person or by proxy, shall constitute a quorum for transaction of business at any membership meeting.

Section 2.07. Termination of Membership. The Board, by affirmative vote of two-thirds (2/3) of all directors, may suspend a member, and may also, pursuant to the following process, expel and terminate the membership of any member whose actions, in the opinion of the Board, are detrimental to the interests of the Chamber or for conduct unbecoming a Chamber member. In cases of proposed expulsion, written charges explaining the basis for the proposed expulsion shall be presented to the Board. If, by a preliminary simple majority vote, the Board determines to act on the case, a copy of the charges shall be sent to the accused member by the President. The member accused shall be entitled to a hearing prior to final Board action. The procedure at such hearing shall be fair and as determined by the Board, and the Board's decision as to the proposed expulsion following a reasonable opportunity for hearing shall be final and conclusive. An expulsion may be rescinded by a two-thirds (2/3) vote of the Board not less than one (1) year after the expulsion.

Section 2.08. Resignation. Any member may resign by filing a written resignation with the Chamber Director or President. Such resignation shall not relieve the resigning member of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 2.09. Referendum. Upon its own initiative or upon written request of one-fourth (1/4) of the members in good standing, the Board shall submit a question to the membership for a mail or email referendum vote; the ballot for such vote to be accompanied by briefs stating both sides of the question. A majority of the votes cast in said referendum shall constitute final action by the membership and shall be binding on the Board.

ARTICLE III

AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The government of the Chamber shall be vested in a Board of Directors who shall be nominated and elected or appointed as hereinafter authorized. The Board is the policy-making body and may exercise all the powers and authority granted to the Chamber by law and these Bylaws. The Board shall adopt policies, rules and regulations for conducting the business of the Chamber, and shall submit at the Annual Meeting a full report of the work of the Chamber for the previous year.

Section 3.02. Number, Selection, and Tenure. The Board shall consist of not more than twenty (20) individual directors. At least four (4) directors shall be elected from the membership as Member-at-Large Directors, based upon a slate of candidates determined by the Nominating Committee. Chamber officers shall also serve as directors by virtue of their offices. Officers shall serve such terms as specified in Article IV. Each Member-at-Large Director shall hold office for a term of two (2) years, and may be re-elected for three (3) consecutive terms. Two (2) Member-at-Large Directors shall be elected each year; the intent being to provide for staggered terms.

Board vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a director's term shall be filled by nominations made by the Executive Committee, approved by the President and elected by the Board. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office. The term of all directors elected to serve the Chamber shall commence on January 1 following the election, or, in the case of vacancies, as soon thereafter as convenient.

If a Board director registers as a candidate for elected political office, such director shall resign from the Board.

Section 3.03. Ex-Officio Members. The Board shall have the power to appoint Ex-Officio members of the Board who, at the discretion of the Board, may or may not be members of the Chamber. Ex-Officio members of the Board shall have a voice, but no vote, in meetings of the Board. They shall not attend executive sessions of the Board.

Section 3.04. Resignation of a Director. A Chamber director may resign by providing a written resignation to the Chamber Director or President. Such resignation is effective upon receipt, unless a different date is specified in the resignation and is acceptable to the Board.

Section 3.05. Removal. Any director who misses two (2) consecutive regular meetings in any calendar year, without valid excuse validated by the President, shall be automatically removed from office. Any director who is not a Chamber member in good standing can no longer serve on the Board (except for Ex-Officio Board members).

Section 3.06. Regular Meetings. The Board shall meet at least once per calendar quarter. Meetings shall be at such dates, times and places as the Board shall determine. Directors may be asked to recuse themselves under the Leadership Policies established by the Lewisville-Clemmons Chamber of Commerce from discussions regarding their relationship with the Board. In such cases, the affected directors will abstain from voting on related matters.

Section 3.07. Minutes. At meetings of the Board, business shall be transacted in such order as the President may determine. In the event the Secretary is unavailable, the Board President shall appoint a person to act as Secretary at each meeting. The Secretary, or the person so appointed, shall prepare minutes of each meeting, which shall be placed in the minute books of the Chamber.

Section 3.08. Special Board Meetings; Notice. Special meetings of the Board may be called by the President or at the request of any two (2) directors by notice emailed, mailed, or telephoned to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.09. Quorum. A quorum for the transaction of Board business shall consist of two-thirds (2/3) of the directors, present either in person or by voice communication at the meeting. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 3.10. Proxy. A Board member who is unable to attend a meeting of the Board or a Board Committee may vote by written proxy given to any other voting member of the Board or Committee or designated Chamber staff member who is in attendance at the meeting in question. However, such proxy will not count toward quorum for the transaction of business. No proxy shall be valid after three (3) months from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.

Section 3.11. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board or of any committee, may be taken without a meeting if all of the members of the Board or committee receive a written request seeking decision on such action (in writing or by email), and such action is then approved in writing by such number of directors whose approval would have been required for the same action at a meeting. Such action without a meeting shall have the same force and effect as a vote of the Board or of the committee, as the case may be.

Section 3.12. Participation in Meeting by Conference Telephone. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear and speak with one another.

Section 3.13. Committees. The Board may, by resolution adopted by a majority of the Board, establish committees of the Board composed of at least two (2) persons who,

except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of a Chair of such committees; establish such procedures to govern their activities and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Chamber.

Section 3.14. Nominating Committee. The Board shall appoint a Nominating Committee of three (3) members, which shall meet and prepare a list of candidates when required. Each member of the Committee shall have one (1) vote and decisions shall be made by majority vote.

Any member of the Chamber in good standing may nominate one (1) member for the Board of Directors by notifying the Chamber Director or Nominating Committee prior to the general membership meeting in September. The Nominating Committee shall then present nominations for new and renewing Board members at the general membership meeting in October. Chamber members will vote for directors during the general membership meeting in November, and the elected directors will be announced at the December meeting.

Section 3.15. Reimbursement. Directors shall serve without compensation, with the exception that expenses incurred in the furtherance of the Chamber's business are allowed to be reimbursed with proper documentation and prior approval. In addition, directors serving the organization in any other capacity, such as staff, may be allowed to receive compensation for such services.

ARTICLE IV

AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Chamber shall be a President, an Executive Vice President, a Past President/Chairman, a Secretary, a Treasurer, a Vice President of Membership, a Vice President of Education, a Vice President of Networking, a Vice President of Events & Meetings, a Vice President of Marketing, a Vice President of Economic Development and a Vice President of Community Service.

Section 4.02. Election of Officers; Terms of Office. The officers of the Chamber shall be elected by the membership at the November meeting or, in the case of vacancies, as soon thereafter as convenient. New offices may be created by a majority of the membership and filled at any general membership meeting. The Treasurer shall serve a two-year (2-year) term. All other officers shall serve a one-year (1-year) term or until a successor is duly qualified and elected. Officers shall serve no more than four (4) years consecutively in a specific position. The term of all officers elected to serve the Chamber shall commence on January 1, following the election, or, in the case of vacancies, as soon thereafter as convenient.

Section 4.03. Resignation. A Chamber officer may resign by providing a written resignation to the Chamber Director or President. Such resignation is effective upon receipt, unless a different date is specified in the resignation and acceptable to the Board.

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.11, whenever in the Board's judgment the best interests of the Chamber will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. Vacancies. Board vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a director's term shall be filled by nominations made by the Executive Committee, approved by the President and elected by the Board. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office. The term of all directors elected to serve the Chamber shall commence on January 1 following the election, or, in the case of vacancies, as soon thereafter as convenient. In the event of a vacancy in the office of President, the Executive Vice President shall assume the presidency for the remainder of the term.

Section 4.06. President. The President shall be a director of the Chamber and will preside at all meetings of the Chamber, the Board and the Executive Committee. The President shall preside at meetings and have the power to call meetings. The President shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all of the business and affairs of the Chamber. The President shall perform all duties attendant to that office, subject, however, to the control of the Board, and shall perform such other duties, on occasion, as shall be assigned by the Board.

Section 4.07. Executive Vice President. The Executive Vice President shall be a director of the Chamber and will preside at meetings of the Board in the absence or request of the President. The Executive Vice President shall have all powers and duties of the President during the President's absence, disability, or disqualification, or during any vacancy in the position of President, and such other powers or duties assigned by the President, the Board, or the Bylaws. The Executive Vice President shall perform other duties as requested and assigned by the President, subject to the control of the Board.

Section 4.08. Past President/Chairman. The Past President/Chairman shall be a director of the Chamber and shall assist in advancing the goals and objectives of the Chamber through the application of knowledge gained through past Board experience. The Past President/Chairman shall perform all duties attendant to that office, subject, however, to the control of the Board, and shall perform such other duties, on occasion, as shall be assigned by the Board.

Section 4.09. Secretary. The Secretary shall be a director of the Chamber and shall be responsible for keeping the minutes of all Board meetings in the books proper for that purpose, cause notice of all meetings to be given, and attest the signatures of the

Chamber's directors and officers as may be required. The Secretary shall perform such other duties as occasionally may be assigned by the Board.

Section 4.10. Treasurer. The Treasurer shall be a director of the Chamber, and shall report to the Board at each Board meeting on the status of the Chamber's finances. The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the organization and shall report to the Board on the condition of such records and financial condition of the Chamber periodically and at least quarterly. Prior to the beginning of each fiscal year, the Treasurer shall cause a proposed operating and capital expenditure budget to be presented in draft form to the membership via email at least five (5) business days prior to the November Board meeting, then to the Board for approval. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing the Chamber's net worth at the close of the fiscal year. The Treasurer shall work closely with any paid executive staff of the Chamber to ascertain that appropriate procedures are being followed in the financial affairs of the Chamber, and shall perform such other duties as occasionally may be assigned by the Board.

Section 4.11. Other Officers. The other officers shall also serve as Chamber directors, and their duties shall be such as their titles by general usage would indicate, and such as may be required by laws, and such as may be assigned to them by the Board from time to time. Detailed descriptions of the duties and responsibilities of the directors may be found on the Chamber's website.

Section 4.12. Paid Staff. The Board may employ such staff as they deem proper and necessary for the operations of the Chamber, including but not limited to a Chamber Director. The powers and duties of the staff shall be as assigned or as delegated by the Board.

ARTICLE V

INDEMNIFICATION

Section 5.01. Right to Indemnification. Every person who is or shall have been a director, officer, employee or other authorized agent of the Chamber shall be indemnified by the Chamber against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her status with the Chamber, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of gross negligence, willful or intentional misconduct in the performance of his or her duty as such director or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement. Provided, however, that in the event of a settlement, the indemnification herein for any such settlement shall apply only when the Board approves such settlement and reimbursement, in advance, as being in the best interest of the Chamber. The foregoing

right of indemnification shall be in addition to, and not exclusive of, all other rights that such indemnified person is entitled.

In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of her/his heirs, executors, administrators, and personal representatives.

Section 5.02. Insurance. The Chamber shall purchase and maintain insurance on behalf of any person who is serving the Chamber against any liability asserted against her/him and incurred by her/him in such a capacity or arising out of her/his status as such a person, whether or not the Chamber would have the power to indemnify her/him against that liability under these Bylaws or by statute. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article and no insurance may be maintained on behalf of any person if such indemnification or maintenance of insurance would subject the Chamber or such person to income or excise tax under the Code, including any tax asserted under Chapter 42 of the Code. The rights conferred above shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, Bylaw, resolution of members, if any, or directors, agreement, or otherwise.

ARTICLE VI

ADVISORY BOARDS AND COMMITTEES

Section 6.01. Establishment. The Board of Directors may establish one or more advisory boards or committees. Each committee shall be chaired or co-chaired by a Board member or non-Board member in good standing as appointed by the President or, at the President's discretion, selected by the committee's members, subject to the approval of the Board. Non-Board members may be appointed to any committees at the discretion of the President. The President will serve as an Ex-Officio member of all committees.

Section 6.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be determined by the President in consultation with Chamber staff. All resolutions adopted by committees and all reports and other communications that propose to reflect the attitude of the Chamber shall first be approved by the President in consultation with Chamber staff where appropriate, and by the Board when deemed necessary, before being made available either to the membership of the Chamber or to the public, except such resolutions, reports, and other communications as shall be approved or authorized in advance by the Board.

In the event any committee fails to discharge the duties assigned to it with reasonable promptness, the President may discharge such committee, report her/his action thereon to the Board, and appoint a new committee.

A majority of the members of any such board or committee shall constitute a quorum for the transaction of business. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6.03. Executive Committee. The Executive Committee of the Chamber shall be composed of the President, Executive Vice President, Past President/Chairman, Secretary, Treasurer, and an Ex-Officio member. The ex-officio member shall be one (1) of the four (4) Member-at-Large Directors.

The Executive Committee shall serve such roles as delegated by the Board from time to time.

Meetings of the Executive Committee shall be held as deemed necessary and may be called by the President or, in the President's absence, by the Executive Vice President or by any four (4) members of the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. In the absence of a quorum, a meeting may be adjourned subject to the call of the President or the presiding director at the meeting. The Secretary will be responsible for keeping minutes of the Executive Committee.

ARTICLE VII

FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year. The fiscal year of the Chamber shall be January 1 - December 31, but may be changed by resolution of the Board of Directors.

Section 7.02. Annual Budget. The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount. Such budget shall then be available to the general membership for review five (5) business days prior to approval at the November Board meeting.

Section 7.03. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such director(s), officer(s) or authorized agent(s) of the Chamber and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President or Treasurer, and attested by the Secretary or another officer if necessary. Two signatures may be required on certain expenditures as determined by the Board's policy and procedure manual.

All approved signers must promptly file signature cards with all banks used by the Chamber for checking within one (1) month thirty (30) days of their election or appointment to the office, within one (1) month thirty (30) days of the establishment of any new checking account where new signature cards are required and within one (1) month thirty (30) days of any Chamber banking partner's request for signature card re-submittal. Banks will be promptly notified of all changes of authorized check signers by Chamber staff.

Section 7.04. Deposits and Accounts. All funds of the Chamber, not otherwise employed, shall be deposited in a timely manner in general or special accounts in such banks, trust companies, or other depositories as the Board or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or any other director(s) or agent(s) of the Chamber, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and collection for that account of the Chamber, checks, drafts, and other orders of the Chamber may be endorsed, assigned, and delivered on behalf of the Chamber by any director or Chamber staff.

Section 7.05. Contracts. The Board may authorize any director(s), officer(s) or other agent(s) of the Chamber to enter into contracts, leases, and agreements with, and accept grants and loans from, the United States, its departments and agencies; the State of North Carolina, its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons; and may generally perform all acts necessary for a full exercise of the powers vested in it. The President or Chamber Director shall have authority to enter into such contracts and expend such funds on behalf of the organization as the Board may specify.

Section 7.06. Investments. The funds of the Chamber may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board in its sole discretion may deem desirable, giving regard to the limitations, if any, now imposed or that may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(6) of the Internal Revenue Code.

Section 7.07. Acceptance of Gifts. The Board may accept on behalf of the Chamber any cash contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chamber. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by the Chamber would be consistent with, and further the purposes of, the Chamber.

Section 7.08. Contracts Involving Board Directors or Officers. No contract or other transaction between the Chamber and one or more of its directors or officers, or between the Chamber and any other corporation, firm, association or other entity in which one or more of the Chamber's directors or officers are directors or officers, or have a substantial financial interest, shall be approved by a vote of the Board or any committee thereof if such director(s) or officer(s) (hereinafter called an "interested director or officer") are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless:

- a. The material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the Board or committee,

and the Board or committee authorizes such contract or transaction by written consent, provided at least one director so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested director or officer even though the disinterested directors are less than a quorum; or

- b. The material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the membership entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such membership.

All contracts, transactions, or actions taken on behalf of the Chamber involving a matter in which a director or officer is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Articles of Incorporation or these Bylaws that prohibit the Chamber's use or application of its funds for private benefit; and no contract, transaction, or act shall be taken on behalf of the Chamber if such contract, transaction, or act would result in denial of the Chamber's exemption from Federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended.

ARTICLE VIII

BOOKS AND RECORDS

Section 8.01. Books and Records. Correct books of account of the activities and transactions of the Chamber shall be kept at the office of the Chamber. These shall be a book that shall contain a copy of the Chamber's Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board.

Section 8.02. Inspection of Books and Records; Annual Audit. Inspection of all records is available to Chamber members with a two (2) day notice. The Board of Directors shall direct an independent certified public accountant (CPA) or a committee of Chamber members to inspect the financial records on an annual basis after the end of the fiscal year. This examination should be completed and a report issued within four (4) months of the fiscal year end.

ARTICLE IX

AMENDMENT OF BYLAWS

Amendment to these Bylaws may be adopted by two-thirds (2/3) vote of the membership present at any meeting, provided written notice of the proposed amendment shall have been given to the members at least two (2) weeks prior to the meeting. One-third (1/3) of the Chamber membership shall constitute a quorum for said meeting, and voting by proxy or absentee ballot shall be permitted (but such proxies or absentee ballots shall not count towards quorum).

ARTICLE X

DISSOLUTION & LIMITATIONS

Section 10.01. The Chamber may be dissolved in accordance with the provisions set forth in Article XIV of Chapter 55A of the General Statutes of North Carolina, and its assets may be distributed as set forth therein. Distribution of the Chamber's remaining final assets, after all liabilities and obligations of the Chamber have been paid and discharged, or adequate provisions made therefor, shall be distributed as permitted by North Carolina law and as approved by the membership by two-thirds (2/3) vote.

Section 10.02. Limitations.

(a) No part of the net earnings of the Chamber shall inure to the benefit of, or be distributable to, its members, directors, officers, staff, or other private persons, except that the Chamber shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Bylaws and the Articles of Incorporation.

(b) No substantial part of the activities of the Chamber shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chamber shall not participate in or intervene in, in any way, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws and the Articles of Incorporation, the Chamber shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under the Internal Revenue Code or by a corporation, contributions which are deductible under the appropriate sections of the Internal Revenue Code for Corporations of this nature.

These Revised Bylaws were approved by the Chamber membership in the manner set forth in the Chamber's predecessor Bylaws and as set forth herein,

This the 14 day of February, 2017.

**LEWISVILLE-CLEMMONS
CHAMBER OF COMMERCE, INC.**

Stacey Mitchell
Secretary