



Peabody Chamber of Commerce, Inc.
By-Laws

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Peabody Chamber of Commerce

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Peabody Chamber of Commerce By-Laws

ARTICLE I. NAME AND LOCATION

Section 1. Name

The name of this organization is the Peabody Chamber of Commerce, Inc. dba the Peabody Area Chamber of Commerce, serving Peabody, Danvers, Lynnfield and Middleton.

Section 2. Mission statement

The Peabody Chamber of Commerce is dedicated to empowering businesses to succeed while enriching the community.

Section 3. Location

The principal office of the Peabody Chamber of Commerce, Inc. shall be at a strategic location within its service region. The exact address shall be designated by a majority vote of the Board of Directors.

- a. Changes – A change in location of the office of the Organization may be authorized at any time by a majority vote of the Board of Directors.

Section 4. Service Region

The service region of the Peabody Chamber of Commerce, Inc. shall be primarily the City of Peabody and the surrounding communities.

ARTICLE II. OBJECTIVES

Section 1. Objectives

The Peabody Chamber of Commerce, Inc. is organized to achieve the following objectives:

- Provide its members a forum for the exchange of information, networking, professional development, and similar opportunities to increase their net worth and value to themselves and the City of Peabody
- Support & participate in the programs and activities of local government, particularly those which improve the general welfare of the business community, or which strengthen and expand economic opportunities, or which increase the civic, social, and aesthetic values of Peabody.
- Create and promote marketing opportunities to provide exposure for our members through the chamber website, newsletters, organized events and community activities.
- Be a voice in for its members in matters affecting them, the public or government.

- Inform members of legislation affecting their businesses, whether city, county, state, or national, and when applicable, to represent members.
- Act as a liaison between local government and Chamber members.
- Assist in members understanding of local ordinances insofar as they affect the business of the members.
- Support efforts encouraging revitalization of the business community.
- Discover and correct abuses which are detrimental to business and community.
- Encourage new businesses to locate to Peabody and join the chamber.

Section 2. Limitations

The Peabody Chamber of Commerce, Inc. shall in all of its activities, be non-partisan, non-political, non-sectarian and non-discriminatory.

Section 3. Business Plan

A Business Plan shall be prepared on an annual basis, outlining the specific objectives of the Organization for the coming year, in compliance with and consistent to, the Organization's stated objectives and limitations. The annual Business Plan and Budget shall be presented at the September Board meeting and approved by a majority vote of the Board of Directors no later than the October Board meeting.

Article III. STRUCTURE AND ORGANIZATION

Section 1. Structure

The Peabody Chamber of Commerce, Inc. will be organized and administered as follows:

- a. General Membership
- b. Board of Directors
- c. Executive Committee
- d. Staff

Section 2. By Laws

The governing authority for all activities of the Peabody Chamber of Commerce, Inc., shall be the By-Laws, as written, amended and approved by majority vote of the General Membership.

- a. Approval

These by-laws may be amended at a regular or special meeting of the membership provided that such changes are recommended by the Board of Directors and a written notice of the proposed changes is mailed to each member in good standing not less than fifteen (15) days prior to such meeting.

Approval of a proposed by-law change requires a majority vote of the members in good standing present at the meeting called for such purpose.

- b. Effective date

Amendments to the by-laws shall be effective on their adoption.

Section 3. Parliamentary Rule

The proceedings of all meetings of the Board of Directors, the Executive Committee, and all other Committees shall be governed by, and conducted according to the latest edition of *Robert's Manual of Parliamentary Rules*.

Section 4. Chamber Fiscal Year

The Chamber Fiscal year shall be from November 1 through October 31.

Article IV. MEMBERSHIP

Section 1. Eligibility

All persons, firms, associations and corporations interested in the industrial, commercial or financial well-being of the service region, or who desire to develop the greater prosperity of the region, or who desire to preserve and promote any of the objectives of the Organization shall be eligible to membership in the Peabody Chamber of Commerce, Inc.

Section 2. Categories

The following categories of membership shall apply:

- a. Active – Active membership is a full, dues paying membership with all voting privileges. They are eligible to become an Officer or Director, receive chamber communications, attend meetings, and sit on committees.
- b. Honorary – an honorary membership is a non-dues paying, non-voting membership for those individuals/firms designated and voted by a majority of the Board of Directors.

Section 3. Application/Admission

All applications for membership shall be in writing to the Chamber, said application constituting an agreement on the part of the applicant to adhere to the by-laws, policies and procedures of the Peabody Chamber of Commerce, Inc.

Admission shall be effective upon the payment of the first year's dues, according to the dues structure established at the time of membership.

Section 4. Cancellation

If any member shall fail to pay its dues within ninety (90) days from the date payable, the membership may be cancelled. The member will receive written notice of same ten (10) days prior to cancellation.

A former member may rejoin the Chamber after cancellation by paying to the Chamber its membership dues in full. The rejoined member will then have a new anniversary date coincidental with the date of its payment of membership dues.

Section 5. Resignations.

A member may resign from the Chamber at any time upon notification to the Chamber office.

Section 6. Expulsion

Any member may be expelled for cause by majority vote of the Board of Directors, at any meeting called for this purpose. Such member shall be notified of the intention of the Board to consider its expulsion and shall be given the opportunity of a hearing before the Board. Passage of such resolution shall, without any other act by the Board of Directors, annul such membership.

Section 7. Meetings

Meetings of the general membership will be held for the purposes stated, and according to the following schedule:

a. General

General Membership meetings will be held for the purpose of exchanging ideas and information among members.

Membership meetings will be scheduled on a regular basis.

b. Annual

The Annual Meeting will be held within 30 days of the end of the fiscal year.

c. Special

Special meetings of the members may be called at any time by the Chairman, or in the event of his/her absence by the next ranking officer. Notice of special meetings of the members must be communicated by mailing to all members in good standing.

A special meeting may also be requested by a petition of ten (10) members in good standing, made to the Chairman and full Board of Directors. The petition should state the purpose of the special meeting. The Board of Directors will vote on the validity of the request.

Section 8. Quorum

A quorum of the general membership shall be 5% of the members in good standing.

Article V. BOARD OF DIRECTORS

Section 1. Responsibility

The Board of Directors shall serve as the legislative body of the Chamber, with full control of the affairs of the Organization, including the following:

a. Policy / Planning

Thirty (30) days prior to the start of the new fiscal year, the Board shall review and approve the mission statement of the organization, and approve the annual Business Plan, which sets out the plans and objectives for the coming Chamber year.

b. Organization

The Board of Directors shall approve the organization of the Organization, including the duties and responsibilities of all individuals working within the organizational structure of the Chamber; the working relationships which shall exist between individuals and groups associated with the Chamber, and the formation and responsibilities of any administrative departments or committees, as needed.

c. Personnel

The Board shall approve a personnel policy manual through which all personnel action for the paid staff of the Chamber shall be determined.

d. By-Laws

The Board shall review all proposed alterations, amendments or changes to the by-laws, as necessary for the effective operation of the Chamber. The Board shall recommend such alterations, amendments or changes to the membership for their approval.

e. Committee

Each Director shall serve on at least one (1) Chamber Committee during each year of his or her term.

Section 2. Size and Composition

The Board shall consist of twenty-three (23) members, five of whom shall serve as officers for a one year term. All Directors shall have full voting privileges. Directors shall be selected from the roster of members in good standing, according to the nomination and election procedures outlined in Article VII.

Section 3. Term

The term of Director shall be three (3) years. Of the eighteen (18) Directors, six (6) shall be determined each year, and shall serve for three (3) years.

No member of the Board of Directors shall serve in this capacity for more than two (2) consecutive elected terms (totaling six (6) years.) including time served as a member of the Executive Committee. An additional year will be allowed for a total of 7 years served, should a Director serve as President during the 7th year. Following each such period of consecutive elected service, one (1) year must elapse before the individual shall again be eligible as a Director.

a. Exception

In the absence of a sufficient number of qualified candidates for Director, the Chairman may recommend to the Board of Directors that this limitation be waived.

Section 4. Vacancies

Any vacancy occurring on the Board of Directors may be filled, at the discretion of the Directors. The Chairman shall recommend, and the Directors shall approve, any replacement of office for the unexpired term of the Director whose place is being filled.

Section 5. Meetings

Meetings of the Board of Directors shall be held at a time and place deemed most convenient to all concerned. Meetings will be held as follows:

- a. Regular - Regular meetings will be held monthly, unless otherwise determined by the Executive Committee.
- b. Electronic – At the discretion of the Executive Committee, meeting information and items for board consideration may be communicated via email and provide the Board of Directors the means to vote electronically on any such matters.
- c. Special - Special meetings of the Directors may be called at any time, at the request of the Chairman or any other designated officer, whenever required for the conduct of Chamber business.
- d. All Chamber members in good standing are welcomed to attend and participate in all board and committee meetings in a non-voting capacity.

Section 6. Penalties

Any Director who shall not have attended at least two-thirds (2/3) of the regular and special meetings of the Board of Director in a Chamber year, and any such Director who is a member of the Executive Committee who shall not have attended at least two-thirds (2/3) of the aggregate of regular and special meetings of the Board of Directors and Executive Committee in such year, may be subject to dismissal by the Executive Committee at the end of such year. Attendance will be based on the Secretary's official records.

A vacancy created by the dismissal of a Director may be filled, in accordance with Article V, Section 4.

Section 7. Quorum

A quorum of the Board of Directors will be (10) members.

Article VI. OFFICERS

Section 1. Size and Composition

There shall be five officer positions for the Peabody Chamber of Commerce, consisting of:

- a. Chairman: Chief executive and managing officer

- b. 1st Vice Chairman: First voluntary assistant to the Chairman; acting in the Chairman's absence
- c. 2nd Vice Chairman: Second voluntary assistant to the Chairman; acting Chairman as needed.
- d. Treasurer: Chief fiscal officer; Chairperson of the Finance Committee.
- e. Secretary: Recorder of all official acts.

Officers shall be selected from the roster of Directors in good standing, according to the nomination and election procedures outlined in Article III.

The Immediate Past Chairman shall serve in an advisory capacity, and may attend all Chamber meetings, including the Executive Committee as a non-voting officer.

Section 2. Responsibilities

The officers shall act as the Executive Committee of organization as outlined in Article VIII and oversee, through the President & CEO, the ongoing operation and organization, implementing the programs approved by the general membership, Board of Directors, and Executive Committee.

All officers must perform the duties of their office in accordance with the By-Laws (Article VI, Section 1) the position descriptions approved by the Board of Directors and the direction of the Chairman.

Section 3. Term

The term of the officers shall be one (1) year. An officer may be elected to one (1) additional year in the same position. Term limit of any member is limited to 3 years in any position on the Executive Committee, plus one additional year if elected Chairman.

Section 4. Vacancies

Any vacancy occurring among the officers may be filled, at the discretion of the Board of Directors. The Chairman shall recommend, and the Directors shall approve, any replacement of officers. Any member so appointed shall hold office for the unexpired term of the officer whose place is being filled.

Section 5. Penalties

Any officer who does not actively participate in the affairs of the Peabody Chamber of Commerce, though attendance at meetings (in accordance with Article V, section 6) and performance of stated position responsibilities (in accordance with Article VI, Section 1 and 2) may be subject to dismissal by the Board of Directors upon the recommendation of the Executive Committee.

The vacancy created by the dismissal of an officer may be filled in accordance with Article VI, Section 4.

Article VII. PROCEDURE AND ELECTION

Section 1. Procedure

The selection and election process for officers and Directors shall adhere to the following procedures.

- a. The Chairman shall appoint a Nominating Committee, in accordance with Article VII, Section 2.
- b. The Secretary shall notify the general membership of
 - The appointment of the Nominating Committee
 - The positions to be filled (six (6) Directors for three (3) year terms; five (5) officers for one (1) year terms.), and any vacancies that may be created by the movement of a Director to an officer position.

The Nominating Committee shall prepare a Director Nomination Form to be delivered to each member in good standing and shall notify the general membership of the nominating process: The nomination form shall:

- Include the name of the Chamber member, address, telephone number, job/position with employer, number of years as a chamber member and a short biography (to appear on ballot) to assist other members who may wish to vote the nomination.
- Nominees will be asked to disclose if they have ever been convicted of a felony.
- Provide space for 5 signatures of authorized primary or secondary representatives of chamber members in good standing who support the nomination for the position of Director.
- State the importance of being a Director, responsibility of the position, the commitment to attend all board meetings, and the requirement for membership on at least one committee.
- Indicate Nomination Form must be received at the designated location not later than the designated date.

- c. The Nominating Committee shall meet to review all nominations, in accordance with Article VII, Section 3, and shall present a written report to the Board at the August Board Meeting. At that meeting, the Board shall review, modify and approve the report for presentation to the general membership.
- d. Within ten (10) calendar days of the August Board meeting, the Secretary shall send notice of the nominations to all members in good standing. Accompanying the notice shall be a proxy ballot to be submitted in writing by those members not able to attend annual election of officers and directors.
- e. The General Membership shall elect new officers and Directors at a meeting called for that purpose and held prior to the end of the fiscal_year.

Section 2. Nominating Committee

The Chairman shall appoint a Nominating Committee of at least three individuals, none of whom are candidates for re-election, for the purpose of nominating qualified individuals for the positions of Officer and Director. The Nominating Committee shall consist of:

- a. A Past Chairman, if available as Chairperson. If no Past Chairman is available, the Chairman may appoint a Director in good standing as Chairperson.
- b. One Director
- c. At least one member (non-Director) in good standing.

Section 3. Selection Process

The Nominating Committee shall make its recommendations of Officers and Directors based on a review of the following:

- a. Written Request – The nomination has been submitted in writing, signed by the writer, and contains all the requested information as cited in Article VII, section 1.
- b. Eligibility – The individual is eligible to serve in the nominated position: he/she is a member in good standing and does not meet the service limitations cited in Article V, Section 3, and Article VI, Section 3.
- c. Performance – The individual has had regular attendance at meetings, has actively participated in the activities and programs of the Peabody Chamber of Commerce.

The Nominating Committee will also take into consideration the diversity of chamber membership to ensure a fair representation of interests based on size of business and/or types of businesses. Once the Nominating Committee has selected its recommended nominees for the positions open, it shall confirm those nominations with the individuals concerned, to ensure their acceptance.

The Nominating Committee will then prepare a written report of its nominated slate of Officers and Directors to the Chairman. The Chairman shall distribute the report of the Nominating Committee to the Board of Directors. The Board of Directors shall review the nominations of the Nominating Committee at a meeting called for that specific purpose.

The recommended nominated slate shall be presented to the General Membership for election in accordance with Article VII, Section 4.

Section 4. Election Process

The recommended slate of the Nominating Committee will be sent to the General Membership in accordance with Article VII, Section 1. Accompanying the slate will be a ballot for written elections. The ballot will include:

- a. Date: of the elections
- b. Name: Of each nominee and brief biography
- c. Position: For which each individual has been nominated
- d. Check-Off: For each nomination and for the entire slate as recommended
- e. Signature: Line for the signature, company name and date

Members may vote using an e-mail, fax or mail-in ballot provided. This must be received at the designated location not later than the day before the annual election of officers and directors, in order to be valid.

Nominees receiving a majority vote shall be declared elected by the Chairman, at the Annual Meeting.

The newly elected officers and Directors shall begin their term office on the commencement of the fiscal year.

Article VIII. EXECUTIVE COMMITTEE

Section 1. Size and Composition

The Executive Committee shall consist of five (5) members, as follows:

- a. Chamber officers, as designated in Article VI, Section 1
- b. The immediate Past Chairman may, at the discretion of the current Chairman, be invited to join the Executive Committee as non-voting member.

Section 2. Responsibility

The Executive Committee shall be responsible for overseeing the general functions of the Chamber, including:

- a. Policy - Reviewing, approving, and monitoring the necessary policies and programs to comply with the Business Plan as approved by the Board of Directors.
- b. Administration - The Executive Committee, in conjunction with the President & CEO, shall implement appropriate operating policies and procedures for the chamber as needed
- c. Personnel - The Executive Committee shall recommend to the Board of Directors the hiring of the President & CEO and shall oversee his/her performance and recommend appropriate personnel action(s) to the Board of Directors. In the absence of the President & CEO, the Executive Committee or its nominees shall perform the functions of the President & CEO.

Section 3. Term

The term of Executive Committee members shall be one (1) year, with no member serving more than two consecutive elected terms in any one office.

Section 4. Vacancies

Any vacancy on the Executive Committee shall be filled in accordance with Article VI, Section 4 for officers.

Section 5. Meetings

Meetings of the Executive Committee shall be held at a time and place deemed most convenient to all concerned. Meetings will be held as follows:

- a. Regular – Regular meetings of the Executive Committee will be held at the discretion of the Chairman.
- b. Special – Special meetings of the Executive Committee may be called at any time by the Chairman, or his/her designee, whenever required for the conduct of Chamber business.
- c. Any Chamber member may attend Executive Committee meetings in a non-voting capacity at the discretion of the Committee's Chairperson.

Section 6. Penalties

Attendance at meetings of the Executive Committee is mandatory unless extenuating circumstances force otherwise. Penalties for non-attendance shall be in accordance with Article V, Section 6.

Section 7. Quorum

A quorum of the Executive Committee shall consist of three (3) members.

Article IX. PRESIDENT & CEO

The Board of Directors may appoint a salaried position of President & CEO whose duties shall be specified in the President & CEO's Job Description as approved by the Executive Committee.

Article X. COMMITTEES

Section 1. Standing Committees

Standing Committees are integral to effective Chamber operations. Standing Committees shall be the following:

- a. Membership – responsible for all membership relations: recruitment, retention and interaction.
- b. Finance – responsible for the fiscal operations of the Chamber made up of members of the Executive Committee
- c. Government Affairs & Economic Development – Responsible for the development and maintenance of communications and interaction with government officials
- d. Community Service – Responsible for identifying, developing, coordinating and promoting community service programs which will advance the civic development of the community.

Section 2. Special Committees

Special Committees may be formed at any time, at the discretion of the Chairman of the Board. These Committees will be defined in function/purpose, duration and membership at the time of their formation.

Section 3. Structure

- a. Chairperson – The Chairperson of each Standing Committee will be a Chamber officer or director. The Chairperson of each special committee shall be designated by the Chairman of the Board. Each committee chair will serve no longer than 2 years.
- b. Vice Chairperson(s) – The Vice Chairperson(s) of each Committee shall be designated by the committee Chairperson.
- c. Membership – Members of each standing committee shall include Directors, as specified in Article V, Section 1. Other Committee members shall be members in good standing, selected by the committee Chairperson.

Section 4. Meetings

Meetings of all Committees shall be held at time, place and frequency of the committee Chairperson's choosing.

Article XI. POLICY, PROCEDURES AND PERSONNEL MANUAL

The Board of Directors shall approve, with the recommendation of the President & CEO, a Policy, Procedures and Personnel Manual for the Chamber. This manual shall be reviewed periodically by the President & CEO in consultation with the Executive Committee to ensure

- a) compliance with federal, state and local laws, and
- b) satisfactory operation of the Chamber

Article XII. BUDGET AND DUES

Section 1. Fiscal Year

The fiscal year of the organization shall be from November 1 through October 31.

Section 2. Budget

The annual operating budget for each fiscal year shall be determined by the Finance Committee consistent with the Business Plan developed in accordance with Article II, Section 3.

- a. Approval – The annual operating budget shall be reviewed by the Executive Committee and approved by a majority vote of the Board of Directors.

Section 3. General Fund

All monetary assets of the organization shall be included in the General Fund, unless otherwise designated by the Board of Directors consistent with Article XII, Section 4. The General Fund shall be used for the maintenance and operation of the organization consistent with the budget outlined in Article XII, Section 2.

- a. Reporting – The Treasurer shall present to the Executive Committee and to the Board of Directors a monthly report on the status of the General Fund.

Section 4. Reserve Fund

The Board of Directors may designate a portion of the monetary assets of the organization be placed in a Reserve Fund for the purpose of providing for the organization's future and emergency needs.

- a. Reporting – The Treasurer shall present to the Executive Committee and to the Board of Directors a monthly report on the status of the Reserve Fund.
- b. Withdrawals – Funds may be withdrawn from the Reserve Fund by a majority vote of the Board of Directors acting upon a recommendation from the Executive Committee.

Section 5. Dues Structure

The membership dues structure for each fiscal year shall be determined by the Finance Committee. The membership dues structure shall be designed to produce revenue in a fair and

equitable manner from each member. The annual membership dues structure shall be reviewed annually by the Executive Committee and approved by a majority vote of the Board of Directors during the budget approval process.

Article XIII. DEBTS AND OBLIGATIONS

Section 1. Creation

No debt and obligation whatsoever for the payment of money or other thing of value shall be created or incurred by any officer or employee or agent of this organization or other person and no money shall be appropriated or paid out of the general fund and no contract or other act whatsoever of any officer or employee or agent of this organization, or other person by the terms of result of which any debt or obligation whatsoever is created or attempted to be created, shall be in any manner binding upon this organization unless the same is authorized by provision therefore in the budget of the organization, or unless the same respectively be authorized and directed or ratified by a majority vote by the Board of Directors in a regular meeting or a special meeting called for that purpose.

- a. Authorization – The Chamber may, with Board of Directors approval, borrow money for Chamber business needs and special projects.
- b. Signature – All duly authorized loans to the organization shall be signed for by the Chairman, President & CEO, and/or one additional officer.

Section 2. Payment

All bills shall be paid by check which shall be signed by the Treasurer, Chairman or other authorized persons.

Article XIV. PERSONAL LIABILITY

The members, directors and officers of the organization shall not be personally liable for any debt, liability or obligation of the organization. All persons, corporation or other entities extending credit to, contracting with, or having any claim against the organization may look only to the funds and property of the organization for the payment of any such contract or claims, or for the payment of any debt, damages, judgement, or decree, or of any money that may otherwise become due or payable to them from the organization.

Article XV. INDEMNIFICATION

Section 1. Right to indemnification

The organization shall indemnify and reimburse out of the organization's funds any person (or the personal representative of any person) who at any time serves or shall have served as a director, officer, employee or other agent of the organization, or who serves or shall have served at its request as a director, officer, employee, or other agent of another in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which he

may be or become subject by reasons of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he is made a party by reason of such service, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the organization. In effecting such indemnity and reimbursement, the members of the organization may enter into such agreements and direct the officers of the organization to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgement be reasonable, necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

Section 2. Indemnification in advance of final disposition of action

Indemnification to the persons specified in Section 1 may include payment by the organization 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 shall be adjudicated to be not entitled to indemnification under this by-law or under applicable General Laws of the Commonwealth of Massachusetts

Section 3. Insurance

The organization shall have power to purchase and maintain insurance and/or a surety bond on behalf of any person who is or was a director, officer, employee or other agent of the organization, or is or was serving at the request of the organization as a director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the organization would have the power to indemnify him against such liability.

ARTICLE XVI DISSOLUTION

Upon dissolution of the Chamber, the Board of Directors shall select, by majority vote, a charity or charities to which all Chamber assets will be donated.