

**Summary of 2026 Bylaws Revision
Jefferson County Chamber of Commerce**

Nominating Committee – Name change to Nominating and Governance Committee

Article III – Board of Directors

Section 4 now reads: Anyone appointed to fill a vacancy on the Board will complete the remainder of the term of the vacancy and will be eligible to run for two full three-year terms.

Section 5 now reads: The Board shall hold mandatory monthly meetings.

Section 6 now reads: A quorum for the transaction of business by the Board will be a majority of the Board of Directors unless action is to be taken without a meeting.

Section 7 now reads: If necessary, the Board may meet and vote via remote communication. All participating Directors must be able to simultaneously hear each other during the meeting. A Director participating in this manner is officially deemed present at the meeting.

Section 8 now reads: If the Board needs to pass a resolution without gathering for a meeting, it must be approved unanimously. The action shall be evidenced by written consents describing the action taken, electronically signed by each Director, and placed in the corporate records.

Section 12 now reads: Board Elections will be conducted as follows:

a) Criteria for membership on the Board will be announced in the August Electronic Correspondence of the Chamber. Chamber members will have the opportunity to submit the name of any nominee or nominate himself/herself as a Director via electronic application to the Chamber office no later than September 30th. Each nominee must meet the criteria set forth by the Board. The Nominating and Governance Committee will convene after that date and will review and select any nominee eligible to run for the Board. In making selections, the Nominating and Governance Committee will endeavor to name candidates from a cross section of the economic life and the geographic area of Jefferson County. Each nominee must be a member of the Chamber in good standing or an employee of a member in good standing of the Chamber.

- b) The slate for election to the Board shall be submitted electronically to the membership no later than ten days prior to the election. No additional Nominations will be taken.
- c) The Board of Directors shall be elected by the membership via electronic vote before the date of the November membership meeting.
- d) Each member representative will have the opportunity to vote on one ballot. Ballots will be delivered electronically. No paper ballots will be accepted. There will be no proxy ballots. The decision is to be determined from the total number of members who actually vote, rather than from the total number of members entitled to vote. The number of nominees corresponding with the number of Directors to be elected who receive the highest number of votes shall be declared elected. If the available number of seats equals the number of nominees, then an electronic call of affirmation may occur.
- e) The President shall appoint three members of the Nominating and Governance Committee, but not candidates for election, who shall certify the election. Members will be notified of the election results as soon as possible after the election.

Article IV – Officers

Section 1 now reads: At the next meeting of the Board of Directors following Board Elections, the Board shall elect officers for the ensuing year: President, Vice-President, and a Treasurer. The President, the Vice President, and the Treasurer shall be elected members of the Board of Directors or members approved by the Board to fill a Board vacancy, except that a member appointed in accordance with Article III, Section 2, above, shall be eligible to serve as President.

Article V – Committees

Section 5 now reads: The Nominating and Governance Committee shall be composed of at least three members appointed annually by the Vice-President and approved by the Board. It will receive and approve all applications for nomination to the Board. It will also meet as needed to consider and make recommendations to the Board to fill vacancies on the Board. The committee will meet annually to review the Bylaws and revise as needed.