

Notice of Membership Meeting & Proxy Authorization

The *St. Lawrence County Chamber of Commerce, Inc.*, hereby, notifies you of the following Resolution to be considered by the Members, at a Special Meeting of the Membership to be convened in person (as discussed below, with an option for advance voting by proxy) as follows:

Date: _____, 2023 at _____ PM

Location: _____, Canton, NY

Summary of Resolution of the Membership

Set forth below is the Resolution to be considered at the Special Meeting of the Membership:

By Resolution authorized by, at least, a two-third (2/3) majority of those voting Members of record in attendance (personally and/or virtually) at a Special Meeting of the Membership, duly convened and held on the _____ day of _____, 2023, with proper notice afforded pursuant to statute and the By-Laws of the Corporation, a quorum being present at all times, having considered the advisability of formally merging Canton Chamber of Commerce, Incorporated, Massena Chamber of Commerce, Inc. and Ogdensburg Junior Chamber of Commerce, Inc. into St. Lawrence County Chamber of Commerce, Inc., with said Chamber to be governed in accordance with newly adopted Revised Corporate By-Laws, the Members, hereby, authorize and adopt a Plan of Merger, and once effectuated, authorize and approve the filing of a Certificate of Merger, which shall render this Corporation a Constituent Corporation to be merged into St. Lawrence County Chamber of Commerce, Inc., as the Surviving Corporation.

Methods of Voting

There are two methods by which you can cast a ballot with respect to the above-stated resolution (pick one or the other):

- Attend the Meeting.** Appear in person at the meeting, during which you'll be given an opportunity to complete & submit a ballot
—or—
- Forward a Proxy Authorization.** Complete the following proxy authorization & return by mail, fax or as an e-mail attachment, prior to the membership meeting, which would authorize an officer to cast a vote on your behalf, as you direct, without need for physical attendance, if received prior to the associated meeting being called to order (invalidating any subsequent submissions)

Proxy Authorization

I, the undersigned, as a Member, or authorized representative thereof, hereby, appoint the Corporation's Secretary (or another individual duly appointed by the Secretary) to cast a ballot on my behalf with respect the above-referenced question:

YES _____ I vote ***in favor*** of the formal Merger of Canton Chamber of Commerce, Incorporated, Massena Chamber of Commerce, Inc. and Ogdensburg Junior Chamber of Commerce, Inc. into St. Lawrence County Chamber of Commerce, Inc.

NO _____ I vote ***against*** of the formal Merger of Canton Chamber of Commerce, Incorporated, Massena Chamber of Commerce, Inc. and Ogdensburg Junior Chamber of Commerce, Inc. into St. Lawrence County Chamber of Commerce, Inc.

Member Name: _____
(as printed in the correspondence received)

Signature: _____
(of individual Member or authorized representative)

As indicated, please complete and sign this Proxy Authorization, then return it using one of the following methods:

Mail: **St. Lawrence County Chamber of Commerce, 101 Main Street, Canton, NY 13617, Attn: Merger Vote**
E-Mail: **Ben@slcchamber.org (annex this fully executed Proxy Authorization as an attachment)**