



German American Chamber of Commerce – Colorado Chapter
3900 East 68th Avenue
Commerce City, Colorado 80022

NOTICE OF 2011 ANNUAL MEMBERSHIP MEETING
To Be Held On April 11, 2011

To Our Members:

You are cordially invited to attend the 2011 Annual Membership Meeting of the German American Chamber of Commerce – Colorado Chapter to be held at the facilities of Paulaner HP USA, 861 Southpark Drive, Suite 400, Littleton, Colorado 80120 on Monday, April 11, 2011, beginning at 5:45 p.m., for the following purposes:

1. To elect three directors, to serve for a term of three years and until his/her successor is duly elected and qualified;
2. To transact such other business as may properly come before the Annual Meeting or any adjournments or postponements of the Annual Meeting.

These items of business are more fully described in the proxy statement accompanying this notice.

The board of directors has fixed the close of business on March 30, 2011 as the record date for determining the members who are entitled to notice of, and to vote at, the Annual Membership Meeting and any adjournments or postponements of the Annual Membership Meeting.

By Order of the Board of Directors,

Jeanie Young
Secretary

March 30, 2011

Your vote is very important. Whether or not you plan to attend the Annual Meeting, we encourage you to read this proxy statement and submit your proxy or voting instructions as soon as possible. For specific instructions on how to vote your shares, please refer to the instructions on the Proxy Card and on the Proxy Statement accompanying this Notice of Annual Membership Meeting.



**German American Chamber of Commerce – Colorado Chapter
3900 East 68th Avenue
Commerce City, Colorado 80022**

PROXY STATEMENT

March 30, 2011

The board of directors of the German American Chamber of Commerce – Colorado Chapter (“GACC-CO”) is soliciting your proxy to vote at our 2011 Annual Membership Meeting (or any adjournment or postponement of the Annual Membership Meeting). This proxy statement contains important information for you to consider when deciding how to vote on the matters brought before the Annual Membership Meeting. Please read it carefully.

In accordance with our Amended and Restated By-Laws (“By-Laws”) we are providing to most of our members an electronic Notice of Annual Membership Meeting and related Proxy Materials, which we refer to as the “Notice,” rather than mailing a printed copy of our proxy materials. Our proxy materials consist of this proxy statement, a proxy card and a letter from our Secretary. We are making these materials available to our members beginning on or about March 30, 2011. More information is provided below. Members without an email address on file with the GACC-CO will receive these proxy materials via first class mail.

The Annual Meeting:

DATE: Monday, April 11, 2011
TIME: 5:45 p.m. (Mountain Daylight Time)
PLACE: Offices of Paulaner HP USA
861 Southpark Drive, Suite 400
Littleton, Colorado 80120

Purpose of the Annual Membership Meeting.

At the Annual Membership Meeting, members will consider and take action upon the matters outlined in the Notice of Meeting:

- election to the board of directors of the eight nominees named in this proxy statement to serve until the next annual meeting of stockholders or until their successors are elected and qualified; and
- such other business, if any, as may properly come before the meeting and any adjournment or postponement of the meeting.

GACC-CO’s board of directors will also report on the organization’s performance during the past year and respond to questions from members.

Voting on issues to be considered at the Annual Membership Meeting.

Members in good standing at the close of business on March 30, 2011, are entitled to vote.

A quorum must be represented by proxies in order to conduct business at the Annual Membership Meeting.

A quorum of member votes is necessary to hold a valid meeting. As provided in our By-Laws, the presence at the meeting, in person or by proxy, of a majority of the member votes entitled to vote

constitutes a quorum. Should a quorum not be attained, the Annual Membership Meeting may be adjourned from time to time until a quorum is achieved.

How to cast your vote.

You may vote in connection with the Annual Membership Meeting by submitting the attached “proxy” in which you designate another person—your proxy—to vote your stock. The written document used to designate someone as your proxy also is called a proxy or proxy card. Kindly cast your vote by proxy even if you plan to attend the Annual Membership Meeting. If you are a member of record in good standing as of March 30, 2011, you can vote by proxy by email, via facsimile or by first class mail.

Your choices when voting.

You may specify how your vote should be cast for all, some or none of the nominees specified in this proxy statement for election as directors. When you sign and return a proxy card, one of the individuals named on the proxy card will vote your shares as you have directed. If you sign and submit your proxy card without voting instructions, one of the individuals named on your proxy card will vote your shares in accordance with the Board’s recommendations for nominees described above and in their discretion on other matters.

Vote required to approve the election of directors.

Directors will be elected by the vote of the majority of votes cast. For this purpose, a majority of the votes cast means that the number of shares voted for a director must exceed the number of shares voted against the director.

Election of Directors

Our board has 13 positions authorized pursuant to our By-Laws; a total of 12 directors are presently serving on the board, each for a term of three years. The incumbent directors have varying term expiration dates. As of the date of this notice, two of our incumbent directors have terms that are expired but have continued to serve until their successors are elected and qualified. The nominees have agreed to serve on the board, and the board of directors believes, that these nominees will be able to serve effectively as directors if elected. If a nominee is not able to serve, proxies will be voted for another person nominated by the board of directors, unless the board of directors reduces the number of directors.

Our bylaws require that in order to be elected, a director nominee must receive a majority of the votes cast with respect to the nominee in uncontested elections (for this purpose, a majority of the votes cast means that the number of shares voted “for” a director nominee must exceed the number of votes cast “against” that nominee). Two of our director nominees are currently serving on the board of directors and there are no nominees will fill a vacant board position. If a nominee who is currently serving as a director is not re-elected nor his replacement elected, that director would continue to serve on the board of directors until a successor is elected or appointed to the position.

Our goal is to assemble a Board that operates cohesively and works in a constructive way so as to deliver long term value to our members. In addition, the Board believes it operates best when its makeup reflects a diverse range of experiences and areas of expertise.

Nominees elected to the board of directors at this meeting will serve a three-year term that expires on April 10, 2014.

Incumbent Directors

Our incumbent directors are listed below. Their backgrounds may be read on our Website at <http://www.gacco.org/en/about-us>. The incumbent directors, board positions if any, current business affiliation and their term expiration dates are:

- Jesse Young, president of the board, financial advisor with Wells Fargo Advisors; term expires July 2012
- Martin Meier, vice president of the board, president of Site Sitters, Inc.; term expires December 2010
- John Bennet, treasurer of the board, principal with Granite Consulting Group Inc.; term expires June 2013
- Jeanie Young, secretary of the board, office administrator with Action Gas; term expires June 2013
- Paul Maricle, attorney of counsel with Anton Law Group; term expires December 2010
- Fred Beisser, president Tioga Consulting Corp; term expires September 2012
- Inge Frerichs, owner Trans World Realty LLC; term expires June 2012
- Greg Tripple, financial executive, term expires February 2014
- Karl W. Schmidt, founder Karl W. Schmidt & Associates, Inc., term expires August 2013
- Christopher Bartlett, principal anthropo communications llc; term expires September 2013
- Mathias Edrich, attorney Peck, Shaffer & Williams LLP; term expires September 2013
- Joshua Seeberg, professor of German at Metropolitan State College of Denver; term expires September 2013

Nominees for Election as Directors

Nominees with expiring terms submitted for re-election to a new term are:

- Paul Maricle, attorney of counsel with Anton Law Group in Denver, Colorado
- Martin Meier, president of Site Sitters, Inc. in Arvada, Colorado

Nominees for the vacant position are:

- While the nomination committee has been in contact with several qualified persons, some of whom expressed an interest, schedule conflicts and other personal commitments prevented them from accepting a nomination. Accordingly, there is no person nominated for the vacant board position at this time.

The Board of Directors unanimously recommends that you vote **FOR** each of the nominees for director.

Absence of Director Compensation

Members of the GACC-CO board of directors do not receive any compensation for their service on the board pursuant to Colorado Revised Statutes and our articles of incorporation. They may, however, be reimbursed for their expenses incurred on behalf of the GACC-CO.

Other Matters that may arise during the meeting

At the time this proxy statement was finalized, we knew of no other matters that had been properly presented to be acted upon at the Annual Membership Meeting. If any other matter arises at the Annual Membership Meeting, then your proxy will vote for you in accordance with his or her discretion.

How to vote.

Members are requested to mark, date, sign and return the attached proxy by one of the following methods.

- you may submit your proxy vote via facsimile to 303 200-7407, or
- scan to PDF format and email it to info@GACC-CO.org, or
- submit it via first class mail to German American Chamber of Commerce – Colorado Chapter, Attention: Vote Tabulator, 3900 East 68th Avenue, Commerce City, Colorado 80022.

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

Your proxy **MUST ARRIVE** by noon, April 11, 2011, to be counted and included in the voting results.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to read "Jeanie Young". The signature is written in a cursive, flowing style with a large initial "J" and "Y".

Jeanie Young, Secretary

Proxy — German American Chamber of Commerce – Colorado Chapter

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR THE 2011 ANNUAL MEETING OF MEMBERS TO BE HELD APRIL 11, 2011

The undersigned member of The German American Chamber of Commerce – Colorado Chapter hereby appoints Jesse Young and Fred Beisser, or either of them, with full power and substitution, as proxy or proxies of the undersigned, to represent the undersigned, and to exercise all the powers that the undersigned would have if personally present to act and to vote the single vote that the undersigned is entitled to vote, at the 2011 Annual Membership Meeting of German American Chamber of Commerce – Colorado to be held on Monday, April 11, 2011, at 5:45 p.m. at the facilities of Paulaner HP USA, 861 Southpark Drive, Suite 400, Littleton, Colorado and at any adjournments or postponements thereof, as provided for in the By-Laws.

The single vote represented by this proxy card when properly executed will be voted as specified. **If no specification is made, the shares will be voted FOR the Board of Director Nominees and in accordance with the discretion of the proxies upon such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.** *All proxies previously given are hereby revoked.* Receipt of the accompanying Proxy Statement is hereby acknowledged.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY WHETHER OR NOT YOU WILL ATTEND THE MEETING. YOU MAY FORWARD IT VIA:

- U.S. POSTAL SERVICE TO GACC-CO, 3900 EAST 68TH AVENUE, COMMERCE CITY, CO 80022;OR
- FAX TO 303 200-7407, OR
- SCAN INTO PDF FORMAT AND EMAIL IT TO INFO@GACC-CO.ORG.

PROXIES MUST ARRIVE NO LATER THAN NOON, APRIL 11, 2011, TO BE TABULATED IN THE VOTING.

To elect four directors, each to serve for a term of three years (term to expire April 10, 2014) and until his/her successor is duly elected and qualified.

Board of Director Nominees for expiring terms:

Paul Maricle [] For [] Against

Martin Meier [] For [] Against

Board of Director Nominees for vacant board position:

No nominee at this time.

Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below
Please sign for your organization or, if an individual or associate member, for yourself. When signing for a business membership indicate your position such as principal, corporate officer, power of attorney, etcetera indicating your full title.

Date (mm/dd/yyyy) — Insert date.

/ /

Business or Assoc Member Name.

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Signature on behalf of the Member .

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