

BY-LAWS

SURPRISE REGIONAL CHAMBER OF COMMERCE

ARTICLE I: NAME

This organization is incorporated as a non-profit corporation 501(6)c Civic Organization under the laws of the State of Arizona and shall be known as the Surprise Regional Chamber of Commerce (hereinafter referred to as the Chamber).

ARTICLE II: PURPOSE

The Chamber is organized to promote the general welfare and prosperity of the residents and businesses within the areas of Youngtown, Sun City, Sun City West, Surprise and El Mirage. In furtherance of its stated purposes, the Chamber shall engage in any lawful activity including, but not limited to, the exercise of those powers set forth in A.R.S. 10-1005, and subject to the provisions of these by-laws.

ARTICLE III: MEMBERSHIP

SECTION 1: Eligibility.

Any individual, association, corporation, partnership, or other business entity, whether for profit or non-profit, having an interest in the purpose of the Chamber, shall be eligible to apply for membership.

SECTION 2: Classes of Members

Membership in the Chamber shall be divided into three classes: Active, Non-Profit, and Associate, as follows:

A. Active

An Active member has the right to full participation in the Chambers proceedings, This includes the right to general membership vote and are eligible to hold office. An Active member shall pay membership dues, as prescribed by the Board.

a. Non-Profit

Churches, service clubs and charitable non-profits.

b. Associate

An Associate member is an individual who no longer has a business or a professional affiliation that pays dues in an amount determined by the Board of Directors and shall have all the privileges of membership.

SECTION 3: Application for Membership

Application for membership shall be made in writing on forms provided for that purpose and signed by the applicant. Any accepted applicant shall become a member upon payment of the regularly scheduled membership dues. The President at his/her discretion may accept partial payments so long as there is an understanding that the member is to make regular agreed upon payments and that the payment is due in the full amount within 12 months.

SECTION 4: Termination of Membership

- a. Any member may resign from the Chamber upon written notice to the President. Any remaining prorated amount of membership investment shall not be refunded.
- b. Any member shall be terminated from membership by the President for non-payment of dues after ninety (90) days written notice, unless otherwise extended for good cause.
- c. Upon receipt of a written complaint from a member, any member may be expelled by a majority vote of the Board of Directors at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber after notice and an opportunity for a hearing are afforded the member complained against.

ARTICLE IV: FINANCING

SECTION 1: Membership Investment and Dues.

Membership dues shall be at such a rate or rates, schedule or formula, as may be from time-to-time prescribed by a majority vote of the Board of Directors. The President (at his/her discretion), may accept partial payments; so long as there is an understanding that the member is to make regular agreed payments and that the full amount of dues is paid within 12 months.

SECTION 2: Control of Funds.

- a. Unless otherwise directed, all money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be available for reallocation in the budget of the succeeding year.
- b. The Board of Directors shall prescribe rules governing the expenditures of money. All disbursements shall be made by authorized staff as authorized by the Board of Directors.
- c. The President and Treasurer shall submit a Chamber budget for Board approval no later than November 15th of each year for the following fiscal year.

- d. The President and Treasurer shall arrange an annual compilation review of the Chamber's records.
- e. All budgets shall be adopted and amended by a two-thirds vote of the Board.

SECTION 3: Preparation of Financial Statements.

The accounts of the Chamber shall be compiled monthly by the President and Treasurer and presented monthly to the Board for approval. The financial statement shall be available for inspection to members of the organization within the offices of the Chamber.

SECTION 4: Director and Officer Insurance

The Board of Directors shall be covered for Director and Officer Insurance (D&O Insurance) paid for by the Chamber on an annual basis.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1 Elected Officers

The Board of Directors shall be composed of 5-15 (five to fifteen) elected members, who shall be elected annually to serve for three years, or until their successors are elected, and their terms have been served.

SECTION 2 Ex-Officio Directors

In addition to the elected voting members of the Board, the following may be deemed Ex Officio Directors selected by the Board of Directors:

- a. The immediate past Chairman of the Surprise Regional Chamber of Commerce, which will be a voting Director.
- b. Luke Air Force Base Wing Commander, or assigned, which shall be a non-voting Director
- c. City Mayors. The Mayor, or his/her assigned Council Member, from each of the cities of El Mirage, Surprise, Youngtown. A Board representative from both PORA and SCHOA), which shall be a non-voting Director.

SECTION 3 Board Member Emeritus

There shall be a category of Board member known as a Board Member Emeritus who is nominated and elected by the Board of Directors. Board Member Emeritus shall be selected from those board members who have served on the Board of Directors with distinction and excellence. Emeritus members shall serve three (3) year renewable terms for as long as they remain active in the work of the organization and fully support its mission, and may end their term at any time. A Board Member Emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

SECTION 4: Selection and Election

- a. **Nominating Committee:** The Board, as the Nominating Committee, shall present a slate of candidates to the Chair-Elect, prior to October 1, to serve three-year terms to replace Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of directorship.
- b. **Publicity of Nominations:** Upon receipt of the report of the Nominating Committee, the Chamber shall, no later than November 1, provide to the membership a ballot with the Slate of Directors nominated in alphabetical order.
- c. **Election:** Instructions shall be given on the ballot to vote for the slate presented and will state the time limit for voting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber Office no later than November 30. Late ballots shall not be counted.

SECTION 5: Seating of the New Directors

All newly elected Directors shall be installed prior to the first Board meeting of the new calendar year. Retiring Directors shall serve until the new Directors are installed.

SECTION 6: Re-Election

No Board member who has served two consecutive elected three terms is eligible to another term after the lapse of one year. After the one year off the Board of Directors, a former Director is eligible for reconsideration for an additional 2 3-year consecutive terms.

SECTION 7: Vacancies.

- a. The Board shall have the power to fill all vacancies on the Board. An individual elected to fill the vacancy shall complete the current calendar year. An individual being appointed to fill a vacancy on the Board shall be eligible for election for up to (2) full three-year terms or up to six years.
- b. A member of the Board who membership dues are delinquent (for more than 60 days after notice has been given) is disqualified to serve on the Board. A replacement shall be elected by majority vote of the Board for the remainder of the term. This also applies to a Board member who has any type of accounts payable to the Chamber delinquent for more than 60 days.
- c. A member is not eligible for service on the Board if any of the member's other civic positions or interests are in competition with or adverse to the interests of the Chamber unless approved by the Executive Committee.

SECTION 8: Authority

The government and policy-making responsibilities shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs. The Board shall conduct the affairs of the Chamber in accordance with the laws of this State and the Articles of Incorporation, By-laws, and other policies.

SECTION 9: Employees

The President/CEO shall be hired by a majority vote of the Board of Directors and shall report to the Chairman of the Board. The Board shall fix the title, salary and other considerations of his/her employment. Employment of the President may be terminated (without cause) upon a vote of two-thirds majority of the

Directors and with cause by a majority of the Directors voting on this matter. Before termination, legal counsel should be sought. All employees shall report to the President/CEO. The President/CEO shall manage the Chamber.

SECTION 8: Indemnification

The Board of Directors is empowered to indemnify Directors, Officers, members or employees to the extent set forth in A.R.S. 10-851.

ARTICLE VI: OFFICERS

SECTION 1: Elected Officers

The elected officers of the Chamber shall be the Chairman of the Board, the Chair-Elect, and Treasurer.

SECTION 2: Duties of the Officers.

- a. **Chair:** The Chair shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors meeting, and the Executive Committee. The Chair shall further perform such duties as the Board of Directors shall from time to time designate and delegate to the Chairman and must actively represent the Surprise Regional Chamber of Commerce. The Chairman shall report to and be responsible to the Board of Directors.
- b. **Chair-Elect:** The Chair-Elect shall perform such duties as the Board of Directors shall from time-to-time designate and delegate to the Chair-Elect. During any period of incapacity of the Chair, the Chair-Elect shall exercise all powers and authority and perform the duties of the Chair. In the event of the death, resignation or removal of the Chair, the Chair-Elect shall succeed to and serve as Chair. The Chair-Elect shall then report to and be responsible to the Board of Directors.
- c. **Treasurer:** The Treasurer shall assure that complete and accurate corporate books and financial records are kept, that annual tax returns are properly filed and that the Chamber checking accounts are properly administered. The Treasurer shall be responsible for all annual reports as required by the Board and shall oversee the preparation of the annual financial statement. The Treasurer shall be responsible to and report to the Board of Directors.
- d. **Immediate Past Chair:** The Immediate Past Chair shall perform such duties as the Executive Committee, or Chairman shall determine.
- e. **Secretary:** The Secretary shall take minutes of all Executive Committee Meetings and prepare written copies of same for the corporation's records. The Secretary shall perform such other duties as may be assigned by the Board. The Secretary shall be responsible to and report to the Chairman.

SECTION 3: Determination of Officers.

Within ten (10) days after the new directors have been elected, the Nominating Committee for Directors shall nominate a slate of officers for the new year. Within twenty (20) days thereafter, the continuing and retiring Board shall meet and elect the above officers. All officers must be members of the Board of Directors for at least one year. However, an outgoing Director who would otherwise be ineligible for re-election may be elected Chair of the Board and serve on the Board for his/her term of office. The Chair-Elect, Chair, and Immediate Past-Chair are progressive one-year terms. They may not come up for election after serving the three positions. Their term will not be a 3-year term, but a 1 or 2-year term based on the 6 years consecutive maximum for the Board of Directors. The Immediate Past Chair shall also serve on the Board during his/her term of office.

SECTION 4: Term of Office.

All Officers shall be installed at the first membership meeting of the new calendar year. Retiring officers shall serve until new officers are installed. Executive Committee terms are for one (1) year. No officer shall serve more than two consecutive one-year terms in a single elective office.

SECTION 5: Removal from Office.

Any officer may be removed from office by a two-thirds vote of the Board of Directors, whenever in the Board's judgment it is in the best interest of the Chamber.

SECTION 6: Vacancies in Office.

In the event of death, disability, resignation or inability of the Chair to act the Chair-Elect shall serve until the end of that term. The Chair then completes his/her own term the next year.

In the case of death, disability, resignation or inability of the Chair-Elect, the Board shall elect a replacement who shall serve until the end of the Chair-Elect term and then serve as Chair of the Board for a one-year term.

In the case of the above instances, if the Treasurer cannot serve, the Board shall elect a replacement who shall complete the secretary's term.

ARTICLE VII: EXECUTIVE COMMITTEE

SECTION 1: Composition and Authority

There shall be an Executive Committee composed of the Chair, Officers, and Immediate Past-Chair. The Executive Committee shall make recommendations to the Board and shall perform such other duties as is assigned by the Board. The Executive Committee shall act on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its decisions. Unless otherwise restricted by these, any actions required or permitted to be taken at any meeting of the Board may be taken by the Executive Committee.

SECTION 2: Meetings

The Executive Committee may meet at such time and place as designated by the Chairman.

ARTICLE VIII: MEETINGS AND QUORUM

SECTION 1: Annual Meeting

The annual meeting, in compliance with State Law, shall be held during the month of December each year. The time, place and agenda shall be fixed by the Board of Directors and notice thereof mailed within ten (10) days of the meeting.

SECTION 2: Board of Directors

- a. Regular meetings dates of the Board shall be held and set annually by the Board.
- b. Special meetings of the Board may be called by or at the request of its Chair or a quorum of the Board members and shall be held at the principal office of the Chamber or at any such place as the Chair shall determine .
- c. Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior except in the case of emergency thereto by written notice. Any Board member can waive notice of the meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting unless a Board member attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The reason for such meeting shall be specified in the notice.
- d. The presence of half of the voting Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than half of the Board of Directors are present at any meeting, they may adjourn the meeting and then reconvene without further notice at a later date.

- e. The act of the majority of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these By-Laws.
- f. The Board shall not receive any salary or remuneration for their services. Nothing herein contained shall be construed as precluding any Board member from serving the Chamber in any other capacity and receiving compensation thereof with the Board of Directors majority vote of approval.
- g. Members of the Board may participate in regular or special meetings through use of conference telephone or similar electronic communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

SECTION 3: Quorum

- a. At any called general or special membership, meeting of the Chamber, twenty (20) members in good standing shall constitute a quorum.
- b. Any duly called Board, Executive Committee or regular Committee, the presence of half its members shall constitute a quorum.

SECTION 4: Voting

In any proceeding in which voting by members is called for, each member shall be entitled to one vote.

ARTICLE IX: COMMITTEES

SECTION 1: General

The Board of Directors shall, as they may decide from time to time, with input from the President/CEO, establish standing and special committees. The Chair of the committee shall be appointed by the Board Chair, with the approval of the Board and input from the President/CEO. The number of and composition of the committee shall be left to the discretion of the Committee Chair and the President/CEO. Committee Chairs shall be members of the Chamber of Commerce.

ARTICLE X. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

SECTION 1: Contracts

The President/CEO must approve any member of the Chamber to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Chamber, and such authority may be general or may be limited to specific situations.

SECTION 2: Checks, Drafts or Orders

All checks or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Chamber, shall be signed by the President/CEO and in such a manner as shall from time to time be determined by the Board of Directors. In the absence of such determination, such instruments shall be signed by the President/CEO.

SECTION 3: Deposits

All funds of the Chamber shall be deposited to the credit of the Chamber in such banks, trust companies or other depositories as the Board of Directors shall select. Such depositories shall be members of the Chamber of Commerce.

SECTION 4: Gifts

Any contribution, gift, bequest or donation for the Chamber must be received and recorded by the Chamber President/CEO .

ARTICLE XI: BOOKS AND RECORDS

The Chamber shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees, and shall keep at the principal office a record giving the name and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose as approved by the President/CEO and Executive Committee at any reasonable time.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Chamber shall begin on January 1 and end at midnight on the 31st day of December of that year.

ARTICLE XIII: AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Board of Directors present at a regular meeting or special meeting of the Board if at least thirty days (30) written notice is given of the intention to alter, amend or repeal or to adopt new By-Laws at such meeting. Such notice shall include a statement of the proposed changes.

ARTICLE XIV: Parliamentary Rules

The proceedings of all meetings of the Board, the Membership, The Executive Committee, and all other committees shall be governed by and conducted according to the latest edition of Robert's Rules of Order

CERTIFICATE OF SECRETARY

I, THE UNDERSIGNED, DO HEREBY CERTIFY:

1. That the foregoing By-Laws constitute the **Amended** By-Laws of the said Chamber as duly adopted at a meeting of the Board of Directors of the Chamber, at which a quorum was present, which was duly called and held on the _____ day of _____, 2016.
2. That a quorum of Directors of said Chamber were present at said meeting and voted in favor of the adoption of said **Amended** By-Laws.

IN WITNESS WHEREOF, I have subscribed my name of this _____ day of _____, 2016.

Attest: _____, Secretary

