

**BYLAWS
OF
CHAMBER OF COMMERCE
APACHE JUNCTION, AZ**

ARTICLE I – NAME

The name shall be Apache Junction Chamber of Commerce.

ARTICLE II – PURPOSE

The mission of the Apache Junction Chamber of Commerce is to promote, develop and unite the business communities in Apache Junction, Gold Canyon, East Mesa and surrounding areas to accomplish economic growth.

ARTICLE III – MEMBERS

Section 1 - Eligibility

Any person, association or corporation having an interest in the purposes and objectives of the Apache Junction Chamber of Commerce shall be eligible for membership.

Section 2 - Application

Membership application shall be on forms provided by Apache Junction Chamber of Commerce and signed by the applicant. Payment of dues and fees shall be paid in full. Upon determination by the board that the applicant's mission and objectives are in alignment with the values of the organization, membership shall be granted with all the rights and privileges assigned there to when paid in full.

Section 3 - Dues

A. The annual dues shall be payable in advance on or before January 15th of each year. Members whose dues are not paid within 60 days thereafter shall be automatically dropped from membership in the chamber.

B. Membership dues shall be at such a rate, schedule or formula as may be prescribed by the Board of Directors and are payable annually in advance.

Section 4 - Honorary Life Members

Individuals only may be considered by the Board of Directors for honorary membership. Businesses are not eligible for honorary membership.

Section 5 - Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers and board members, committee leaders, committees and new members.

ARTICLE IV – OFFICERS

Section 1: Board of Directors

A. Responsibilities;

The governing of Apache Junction Chamber of Commerce shall be vested in the Board of Directors. They shall control its property, be responsible for its budget and finances, policies, membership, hire a CEO and direct their affairs.

B. Directors;

The Board of Directors shall be composed of no less than five (5) and no more than fifteen (15) directors and two non-voting Ex Officio officers. There shall be no less than three (3) and no more than five (5) directors elected to the executive council to serve for a period of two (2) years terms or until their successors have been elected and installed.

C. Term of Office;

The term of office is (2) years and will begin upon election. No Director who has served three (3) consecutive (2) two-year terms shall be eligible to serve as Board Director until they have been off the Board of Directors for one (1) full year after the expiration of his/her third term: unless the board member joins the executive council then the term can be extended to fill the executive positions. The Board of Directors shall have the power to fill all interim vacancies on the Board Any member that is appointed to the Board to fill an unexpired term shall be eligible for a two (2) year elected term immediately following the term which he/she was appointed.

D. Attendance;

Unexcused absence from three (3) Board meetings without prior approval by the chairman shall result in the removal by Board of Directors. An excused medical leave of absence would be considered an exception. Attendance as defined in the chamber's Director Candidate Agreement form signed by each board member, should be adhered to strictly. Failure to fulfill the commitment could result in removal from the Board.

Section 2 – The Nominating Committee

A. The Nominating Committee will be the Board of Directors.

B. The Committee shall present to the Chairman and Board of Directors a slate of candidates to replace the directors whose terms are expiring.

C. Each candidate must be an active member, in good standing for one (1) year and must have agreed to accept the responsibility of a directorship.

Section 3 - Publication of Nominations

Upon receipt of the report of the Nominating Committee, the Chairman shall notify the membership by e-mail/newsletter the names of persons nominated as candidates.

Section 4 – Election of Directors

A. Elections shall be held quarterly for any open board position(s).

B. The officers shall be elected by ballot to serve for two (2) years or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

C. The Chairman shall appoint from the board three (3) people, one of which shall be a member of the Executive Board of Directors, to collect and count all ballots.

D. All ballots must be received in the Chamber office by 5:00 pm on the day before the date established for the counting of ballots.

E. The Chairman shall announce to the membership the results of the election immediately after the Board of Directors has voted, the Secretary has counted the votes and the Chairman has contacted all candidates of the results.

F. In the event of a tie vote, the Chairman shall conduct an election to break the tie vote. This election shall be decided by the qualified voters present at the next membership meeting.

Section 5 - Officers and Duties.

When the officers of the Board shall be Chairman, Vice-Chairman, Immediate Past Chairman, Recording Secretary, and Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Chamber.

Section 6 - Nomination Procedure, Time of Elections.

When the officers of the Executive Board have an open position to fill, a Nominating Committee of two or more Executive Board members shall be elected by the Chairman. It shall be the duty of this committee to nominate candidates for the office positions described in Section 5 of this Article. The Nominating Committee will have candidates' applications available at the next open board meeting in order to fill these positions in a timely matter. The Board of Directors will vote on this open position.

Section 7 - Vacancies

Vacancies by resignation or otherwise on the Executive Board or the Board of Directors shall be filled by appointment by the Chair with the approval of the Board of Directors for the remaining term of office.

ARTICLE V – MEETINGS

Section 1 - Annual Meeting

The annual meeting of the corporation, in compliance with state law, shall be held within 90 days after the calendar year end. The time and place shall be fixed by the Board of Directors and notice thereof e-mailed to each member, at least ten (10) days prior to said meeting.

Section 2 - Special Meetings

Special Meetings of the Chamber of Commerce may be called by the Chairman at any time, or upon petition in writing of 10% of the members in good standing. Only members may collect signatures for the petition.

Notice of Special Meetings shall be e-mailed to each member at least (10) days prior to said meetings.

Section 3 - Regular Monthly Meetings

Regular monthly meetings may be called, by the Chairman or by the Board of Directors, upon written application of three (3) members of the Board. Notice including the purpose of the meetings shall be given to each Director at least twenty-four (24) hours prior to said meeting.

Section 4 - Committee Meetings

Committee meetings may be called at any time by the Chairman, Executive Committee Officer, or by the Committee's Chairman with twenty-four (24) hours' notice.

Section 5 - Board Meetings

The Board shall meet monthly.

Section 6 - Notices, Agendas & Minutes

Written notice of all Chamber membership meetings must be given at least ten (10) days in advance unless otherwise stated. An agenda and minutes must be prepared for all meetings. Each year it will be the responsibility of the Board Chairman (or successor in the case of early dismissal) from the prior year to coordinate annual meetings.

Section 7 - Quorum

- A. Membership; a quorum shall consist of those present at a duly called meeting.
- B. Board; a quorum shall be five (5) voting Directors.
- C. Executive Board; a quorum shall be three (3) voting Directors.

Section 8 - Electronic Meetings

Electronic meetings are authorized for Boards and committees where the opportunity for simultaneous oral communication maintains the deliberative character of the meeting.

ARTICLE VI – THE EXECUTIVE BOARD

- A. The new Board of Directors at its **regular scheduled meeting** shall organize for the coming year. The Board shall approve the succession of leadership to the executive committee. At the discretion of the Board, the Secretary and Treasurer may be one and the same person. All officers shall serve for a term of two (2) years or until their successors assume the duties of office. They shall be voting members of the Board of Directors. The Executive Council shall act for and on behalf of the Board of Directors when the Board is not in session and shall be accountable to the Board.
- B. The Executive Council shall have general supervision of the affairs of the Chamber between its business meetings, fix the hour and place of meetings, make recommendations to the Board, and perform such other duties as specified in these bylaws.
- C. Executive Council shall be composed of the Chairman, Immediate Past Chairman, Vice Chairman, Secretary and Treasurer.

Section 1 - Duties

- A. The Chairman: shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Council. He / She will also have under their immediate jurisdiction all counsel pertaining to their general duties. The Chairman is the spokesperson for the organization and responsible for all formal statements issued on behalf of the Board.
- B. Vice Chairman: duties of the Vice Chairman shall be such as their titles by general usage would indicate and such as required by law, as well as those that may be assigned by the Chairman and the Board of Directors. The Vice Chairman shall exercise the powers and duties of the Chairman in his/her absence or disability.
- C. Treasurer: The Treasurer shall be the custodian of all the funds of the Chamber and is responsible for the evaluation and reporting of the organizations financial status at the monthly board meeting.
- D. Secretary: Responsible for taking accurate minutes of both the Board and Executive Committee meetings.
- E. Immediate Past Chairman – The Immediate Past Chairman will serve on the Executive Committee. If the Immediate Past Chairman’s term as a Board Member has expired, his/her term will be extended by one year. The immediate past Chairman shall exercise the powers and duties of the Chairman/Vice Chairman in his/her absence or disability.

Section 2 - Removal from Office

Any officer or director may be removed from office as a result of failure to fulfill the duties of the office or from conduct detrimental to the objectives and purposes of the Apache Junction Chamber of Commerce. Said removal must be determined by majority vote of the Board of Directors.

ARTICLE VII – COMMITTEES AND DIVISIONS

Section 1 - Appointments

- A. The Chairman, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons. The Chairman may appoint ex-officio, non-voting members of the Board of Directors and ad hoc committees and their chairpersons as deemed necessary to carry out the goals and responsibilities of the Chamber. Committee appointments shall be at the will and pleasure of the Chairman and shall serve concurrent with the term of the appointing Chairman, unless a different term is approved by the Board of Directors.
- B. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

Section 2 - Limitation of Authority

All official actions by any member, committee, division, employee, director or officer shall be approved or ratified by the Board of Directors.

Section 3 - Divisions

The Board of Directors may create divisions, bureaus, departments, councils or subsidiary corporations. The Board shall authorize and define their powers and duties and annually review and approve all their activities and proposed programs, including collection and disbursement of funds.

Section 4 - Finance Committee.

During the budgeting process, a Finance Committee composed of the Treasurer and up to four (4) members will work closely with senior financial staff to ensure that the process is carried out efficiently and to ensure that key elements of the strategic plan are addressed and that previously made decisions are properly interpreted in the proposed budget. The Finance Committee will review and approve the budget before it goes to the full Board of Directors for approval. The committee will submit the proposed budget for the upcoming calendar year to the Board of Directors for review during the regularly scheduled November meeting. The committee will review and modify (if appropriate) any comments made by the Board of Directors. If there is a revision, the revised budget will be reviewed at the Board of Directors regular scheduled December meeting. The proposed annual budget will be implemented January 1st of the new calendar year. The finance committee will continue to monitor the budget, ensure assets are protected, oversee financial record keeping, and help the full board understand the organization's financial health. The Finance Committee will review the Chamber's financial accounts at the close of the fiscal year and supply financial and business information to the membership annually.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chamber in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Chamber may adopt.

ARTICLE IX – AMENDMENTS

These bylaws may be amended by the membership at any regular meeting or special meeting by a two-thirds vote with notice given ten (10) days before the meeting or online vote.

Any necessary edits to the bylaws and rules into the vote to change the name (i.e. Board of Directors shall have the right to change the name of the Chamber and is authorized to make any and all changes necessary to reflect the new name, logo on any incorporating or governing documents.

ARTICLE X – DISSOLUTION PROCEURE

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(6).