

HEBER-OVERGAARD CHAMBER OF COMMERCE

BY-LAWS

AMENDED 2/7/2015

ARTICLE I

I. **NAME OF CORPORATION**

This non-profit corporation shall be known as the Heber-Overgaard Chamber of Commerce, hereinafter called Chamber.

II. **PURPOSE OF THE CORPORATION**

The purpose of this corporation is to advance the civic, cultural, economic, industrial and professional welfare of the Heber-Overgaard community. To accomplish these advances, each board member and Chamber member must actively participate in the movement. It is the effort put forth by the Chamber members, rather than expecting the Chamber to do something for the members, that contributes to the member's and Chamber's success within the community.

The Chamber will also encourage growth of existing businesses and industries while giving proper assistance to new firms or individuals seeking to locate in the Heber-Overgaard area.

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ARTICLE II

MEMBERSHIP

I. **ELIGIBILITY**

Any reputable business, firm, civic organization or individual having an interest in the purpose of this Chamber shall be eligible to apply for membership.

II. **MEMBERSHIP APPLICATION**

Application for membership shall be submitted to the Board of Directors for their consideration and approval. Membership approval by the Board will become effective upon payment by the approved member of the prescribed membership fees.

III. **MEMBERSHIP FEES OR DUES**

Membership dues shall be at such rate as may be from time to time prescribed by the Board and approved by a quorum of the membership. These dues are payable August 1st and effective through July 31st of the next year. The dues may be changed by a majority vote of the Board and approval by a quorum of the membership. NO DUES WILL BE REFUNDED.

IV. **TERMINATION OF MEMBERSHIP**

Any member may resign from the Chamber upon written notification to the Board. Any member shall be dropped from membership for non-payment of dues by August 31st of the current year unless otherwise extended for good cause. Any member, including a Board member, may be expelled by the majority vote of the Board for conduct unbecoming or actions and deeds prejudicial to the aims and purpose of the Chamber, after written notice and opportunity for a hearing by the Board are afforded the offending member.

V. **MEMBERSHIP VOTING**

Voting on referendums and selection of the Board is a privilege of the membership. Each paid-up Chamber member who has been a member in good standing for at least 90 days is entitled to one vote in any election. All members meeting membership requirements are entitled to one vote in membership meetings. Eligible members will receive a ballot via U.S. mail at least 30 days prior to the election. Completed ballots will only be accepted up to seven days prior to the election.

Items/issues raised during a scheduled meeting can be voted on during that meeting with one vote allowed per membership. Membership will be verified before the election.

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ARTICLE III

BOARD OF DIRECTORS

I. NUMBER OF OFFICERS AND TERMS OF OFFICE

The Board shall consist of five elected members who have been a member in good standing for at least 90 days. They shall take office at the February meeting and shall hold that office until their term expires at the annual meeting two years later. Terms are for a two-year period. Three (3) of the Board member's terms shall expire in odd-numbered years and two (2) shall expire in even-numbered years. The Board shall consist of three (3) officers (President, Vice President and Treasurer/Secretary) and two (2) directors.

II. SELECTION OF THE BOARD

Thirty (30) days prior to the election of the new Board, the Board may designate three (3) Chamber members in good standing as members of a nominating committee. Any member of the Chamber in good standing may submit a Statement of Interest (see attachment) indicating their desire to be considered for a board member position. A slate of candidates, which includes only one (1) person per membership, shall be presented in November for approval by the existing Board for a ballot election by the membership. All voting will be by mail-in ballot. The ballots shall be mailed to the membership no later than the second week in November and returned to the Chamber no later than December 15th. Each person nominated to the Board shall be a paid-up member and a full-time resident of the Heber-Overgaard area. The newly elected Board members will attend the Board meeting in January for a successful transition of duties.

III. ABSENCES

Any Board member absent for three (3) officially scheduled consecutive meetings is subject to removal from the Board. Extenuating circumstances may be taken into consideration by the Board. Upon recommendation by the President and a vote by a majority of the Board, the member shall cease to be a member of the Board. A replacement for this member will be named and approved by a majority of the Board.

IV. VACANCIES

If a vacancy occurs mid-term, Board appointments shall be made by the President to fill a vacancy of any elected position from the membership subject to Board approval to complete the non-expired term.

V. QUORUM

The presence at a meeting of at least 10% of the membership eligible to vote shall constitute a quorum.

VI. SPECIAL MEETINGS

A special meeting of the members may be called for any purpose by the President or the Board. A special meeting, when called, shall be held not less than forty-eight (48) hours after notification.

VII. GENERAL MEETINGS

Membership general meetings shall be held on the second Tuesday of each month to encourage good morale and keep all members informed and active for the betterment of the Chamber. A Board meeting will be held after the general meeting. The Board will determine whether this meeting is open to all members.

VIII. AGENDA

The meeting agenda for the regular monthly meeting will be available on the Chamber website at least twenty-four (24) hours prior to the scheduled meeting. Anyone wishing to be on the agenda must contact the Chamber Office Manager or the President at least forty-eight (48) hours prior to the scheduled meeting. Any agenda item added to the meeting must be approved by the President to ensure there is time to cover the subject. Items may be added to the agenda less than forty-eight (48) hours before the scheduled meeting at the discretion of the President.

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ARTICLE IV

OFFICERS

I. DUTIES OF OFFICERS AND DIRECTORS

The President shall be the head of the Chamber and shall preside at all meetings of the membership and Board. The President, subject only to the authority of the Board, has general charge, supervision over, and responsibility for the business and affairs of the Chamber, unless otherwise directed by the Board. All other officers shall be subject to the authority and supervision of the President. The President may enter into and execute, in the name of the Chamber, contracts and other instruments in the regular course of business which are authorized, either generally or specifically by the Board. The President shall have the general powers and duties usually vested in the office of President of a corporation.

The Vice President shall perform such duties as assigned by the President or Board. In the absence of the President or in the event of the President's death or inability or refusal to act, the Vice President shall perform the duties and be vested with the authority of the President. A replacement for the Vice President will be named and approved by a majority of the Board.

The Treasurer/Secretary shall attest to the President's signature on authorized documents and shall have custody of the funds and securities of the Chamber. S/he shall keep or cause to be kept regular books of accounts for the Chamber and shall sign checks as authorized. A monthly financial report may be presented to members upon request and an annual report shall be prepared and submitted. S/he shall ensure all Federal and State reports and filings are submitted on a timely basis. S/he shall cause notice of all meetings to be served as prescribed in these By-Laws and shall perform such duties and possess such other power incident to that office as assigned by the President or Board. S/he will keep the minutes of all meetings.

Directors shall assist other Board members in any manner necessary.

II. QUORUM

A majority of the existing Board shall constitute a quorum.

III. **POLICIES**

The Board runs the Chamber with the approval of the membership at large. All major policies of the Board shall be brought before the membership for approval and formalized and recorded by the Secretary. The Board may adopt such rules, regulations and policies as may be required to conduct the day-to-day affairs of the Chamber.

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ARTICLE V

COMMITTEES

I. APPOINTMENT

The president shall appoint all committees subject to the approval of the Board. The Board shall authorize and define the powers and duties of all committees. Committees shall make investigations; conduct studies and hearing; and make recommendations to the Board and carry-out such activities as my be delegated to them by the Board. All committee action shall be reported to the Board before any public announcement is made. Public announcements shall be made only as authorized by the Board.

II. TENURE

The committee(s) shall be discharged by the President when their task has been completed.

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ARTICLE VI

AMENDMENT TO BY-LAWS

I. FORCE AND EFFECT OF BY-LAWS

These By-Laws are subject to the provisions of the Arizona Business Corporation Act and the Chamber Certificate of Incorporation, as may be amended from time to time. If any provision in these By-Laws is inconsistent with a provision in the Act or Certificate of Incorporation, the provision of the Act or Certificate shall govern.

II. AMENDMENTS TO THE BY-LAWS

Proposed amendments shall be presented to the membership at least one meeting prior to voting on the change. By-Laws may be altered, amended or repealed by two-thirds (2/3) majority vote of the membership voting on the issue provided a quorum is present. The presence at a meeting of at least 10% of the membership eligible to vote shall constitute a quorum.

Heber/Overgaard Chamber of Commerce Board of Directors Statement of Interest

Name:

Phone:

Email:

I am interested in running for the following Chamber of Commerce Board position:

Secretary/Treasurer

Director

I have read and understand the Chamber of Commerce's By-Laws

Describe Board of Directors experience...

Describe business or job related activity experience...

I believe I can serve the Heber/Overgaard community well because...