

BYLAWS

APACHE JUNCTION CHAMBER OF COMMERCE

ARTICLE I – NAME AND OFFICE

The name shall be Apache Junction Chamber of Commerce. The known place of business will be in the city of Apache Junction, Arizona.

ARTICLE II - PURPOSE

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

ARTICLE III - MEMBERS

Section 1 - Eligibility

Any person, association, 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 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 thereto when paid in full.

Section 3 - Dues

Membership dues shall be at such a rate, schedule or formula as determined by the Chamber's 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 and shall hire a CEO.

B. Directors:

The Board membership shall be composed of community business leaders, representing a cross section of industries and small and large businesses. Other individuals, based on their position and role in the community, may be elected to serve on the Board. The CEO/President of the Chamber will serve as an ex-officio and non-voting member.

C. Term of Office:

The term of office is two (2) years and will begin upon election. No Director who has served three (3) consecutive two (2) year terms shall be eligible to again 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 position.

D. Attendance

Unexcused absence from three (3) Board meetings without prior approval by the chairman shall result in the removal by Board of Directors. Attendance as defined in the Chamber's Director Candidate Agreement form which each board member must sign should be adhered to strictly.

E. Removal from Office

Any officer or director may be removed from the Board of Directors by an affirmative vote of the majority of directors present at an official meeting of the Board. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 2 – Nominating Committee

The Chair will appoint, subject to the approval of the Board, a nominating committee of five (5) members. The immediate Past Chair may serve as the head of the nominating

committee. Each nominated candidate must be active in the Chamber and must have agreed to accept the responsibility of a directorship.

Section 3 – Vacancies/Election of Directors

- A. Vacancies, by resignation or otherwise, on the Board of Directors or among the officers, shall be filled by either a recommendation from the business that has a representative leaving or from the nominating committee for the remaining term of the Director's or Officer's position vacated.
- B. The nominating committee will present to the Chairman and the Board of Directors a slate of candidates. Vacancies on the Chamber board shall be approved and filled by a majority vote of the Board of Directors.
- C. 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. Each candidate must be an active member in good standing for one year and must have agreed to accept the responsibility of a directorship.

Section 4 – Executive Committee

- A. The Executive Committee shall act for and on behalf of the Board of Directors and shall be accountable to the Board for its actions. It shall be composed of the current Chair, Vice Chair, Immediate Past Chair (not required), Secretary, Treasurer and the Chamber's CEO/President. The current Chair shall serve as the head of the Executive Committee. In the absence of an officer, the Executive Committee can divide the responsibilities until the position can be filled.
- B. Duties shall be as described below:
 - 1) Chair – The Chair shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the Board.
 - 2) Vice Chair – The Vice Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair.
 - 3) Secretary – The Secretary shall be responsible for taking accurate minutes of both the Board and Executive Committee meetings.
 - 4) Treasurer – The Treasurer shall be the custodian of all the funds of the Chamber and is responsible for the evaluation and reporting of the organization's financial status at the monthly board meetings.
 - 5) Immediate Past Chair – The Immediate Past Chair may serve on the Executive Committee. If the Immediate Past Chair's term as a board member has expired, his/her term can be extended by one year. The immediate Past Chair shall exercise the powers and duties of the Chair/Vice Chair in his/her absence or disability.
- C. The Executive Committee shall have general supervision of the affairs of the Chamber including its business meetings, recommendations to the Board,

performance reviews of the CEO and to perform such other duties as specified in these bylaws.

ARTICLE V - MEETINGS

Section I - Annual Meeting

The annual membership meeting of the corporation, in compliance with State Law, shall be held once a year. The time and place shall be fixed by the Board of Directors and each member notified, at least ten (10) days before said meeting.

Section II – Board Meetings/Quorum

The Chamber Board shall meet a minimum of 10 months per year, the day and time to be determined by the directors. At any duly called meeting, a majority of the elected/appointed directors shall constitute a quorum.

Section III – Committee Meetings

Committee meetings may be called at any time by the Chairman, Executive Committee Officer, or by the committee's chairman with 24 hours' notice.

Section IV – Notices, Agendas & Minutes

An agenda and minutes must be prepared for all Board meetings.

ARTICLE VI – COMMITTEES AND DIVISIONS

Section 1 – Appointments

- A. The Board of Directors shall appoint all committees and committee chairpersons. The Board 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.
- B. It shall be the function of the committees to make investigations, conduct studies and hearings, attend related meetings, 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.

ARTICLE VII – FINANCES

Section 1 – Budget

A finance committee composed of the Treasurer and up to four (4) other members shall be appointed by the committee chair. It shall be the duty of this committee to prepare a budget for the fiscal year beginning the first day of January, and to submit it to the Board at its regular board meeting in November. The Finance Committee may from time to time submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote.

Section 2 – Fiscal Year

The fiscal year of the Chamber shall close on December 31st of each year.

Section 3 – Accounting

In accordance with sound accounting practices, the Chamber may enlist the services of an outside firm to perform the accounting functions for the Chamber. A full audit will be performed by an outside firm every third year and a financial review each of the other years.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

The Board may adopt rules of procedure to govern their meetings and those of any committees. The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the articles, bylaws, or rules of the Bureau.

ARTICLE IX – AMENDMENTS

These bylaws may be amended or altered by/upon recommendation of the Chamber's Board at any regular or special meeting by a majority vote of the Board of Directors.

ARTICLE X – INDEMNIFICATIONS

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of Commerce, any and all of its directors or former directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party, by reason of having been directors of the Chamber, except in relation to matters as to which such director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated in the existence of such liability. A director may not become a paid staff member of the Apache Junction of Commerce for one year after the

completion of their board service unless previously approved by the Board of Directors and the President/CEO.

ARTICLE XI – WHISTLE BLOWER

The Apache Junction Chamber of Commerce is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, including those concerning accounting and auditing, and prohibits fraudulent practices by any of its board members, officers, employees or volunteers.

ARTICLE XII – DISSOLUTION PROCEDURE

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall 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).

These bylaws are hereby adopted by the Board of Directors as of this 18th day of December 2019.

APACHE JUNCTION CHAMBER OF
COMMERCE, INC.
(An Arizona Non-Profit Organization)

By: 
Chairman of the Board of Directors

By: 
President/Chief Executive Officer