

February 11, 2015

**AMENDED BYLAWS
OF
SOUTHWEST VALLEY CHAMBER OF COMMERCE**

ARTICLE 1 - NAME, PURPOSE AND AREA

Section 1. Name. The name of this organization shall be SOUTHWEST VALLEY CHAMBER OF COMMERCE.

Section 2. Area. The Chamber's area shall include the City of Avondale, the City of Goodyear, the City of Litchfield Park, and the City of Tolleson, in the County of Maricopa, and in the State of Arizona.

Section 3. Purpose. The objectives and purposes of the Chamber shall be:

- (a) The preservation and enhancement of the American free enterprise system of business.
- (b) The advancement of the civic, cultural, literary, educational, professional, scientific, historical, charitable, commercial, financial, industrial and agricultural interests of the Chamber's area.
- (c) The promotion of the general welfare and prosperity of the Chamber's area and the stimulation of public sentiment to these ends.
- (d) The procurement, preservation and dissemination of statistical information in regard to the general conditions, opportunities, and advantages of the Chamber's area.
- (e) The providing of a forum for discussion, consideration, and adopting of new ideas and projects.

ARTICLE II - LIMITATIONS OF METHODS

The Chamber shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Authority. The affairs of the corporation shall be vested in the Board of Directors (the "Board"). The Board may cause a statement of policy to be prepared and may create standing or ad-hoc committees.

Section 2. Size and Composition. The Board shall consist of eighteen (18) voting members, one-third of whom shall be elected annually for a term of three (3) years as hereinafter provided plus three appointed voting members pursuant to Article IVc, and the immediate past Chairman. Of the eighteen elected members of the Board of Directors there shall be three (3) from the City of Avondale, three (3) members from the City of Goodyear, three (3) members from the City of Litchfield Park, three (3) members from the City of Tolleson, and six (6) at large members.

No elected member of the Board who completed a three (3) year term shall be eligible for re-election or appointment until after the lapse of one (1) year after the completion of the term.

Section 4. Vacancy, Resignation and Removal.

- (a) Any vacancy occurring on the Board as a result of death, resignation, removal or disqualification or otherwise, shall be filled by appointment for the unexpired portion of the term by the Chairperson, subject to the approval of the Board.

- (b) Any Director of the corporation may resign at any time upon written notice to the Board. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- (c) Any Director of the corporation may be removed with or without cause at a meeting expressly called for that purpose by a vote of two-thirds (2/3) of the Directors in office.
- (d) Any Board member missing three (3) consecutive meetings or failing to attend two-thirds of the meetings in any 12-month period shall be subject to review and removal by the Board as provided in Section 4(c) above.

Section 5. Regular Meetings. The Board shall meet on a regular basis without any additional notice other than these Bylaws, on the second Wednesday of each month or at time and date set at the May organizational meeting.

Section 6. Special Meetings. Special meetings of the Board may be called by the Chairperson, Chairperson-elect or by five (5) members of the Board. Special meetings may be conducted via conference call or other electronic media such as fax, e-mail, etc.

Section 7. Notice. Notice of any special meeting of the Board shall be given at least twenty-four (24) hours prior thereto verbally, in writing, by telephone call or by electronic transmission. The business to be transacted at any meeting of the Board shall be specified in the notice of such meeting unless otherwise provided for herein.

Section 8. Compensation for Expenses. Directors shall serve without compensation. Expenses incurred in connection with the performance of their official duties may be reimbursed to the Directors upon approval by the Board.

Section 9. Selection of Directors.

- (a) Directors' Nominating Committee. During the first week in January, the Chairperson, subject to the approval of the Board, shall appoint a Nominating Committee for Directors of six (6) members consisting of the Chairperson, Chairperson-Elect and one member of the Board from the City of Avondale, the City of Goodyear, the City of Litchfield Park, and the City of Tolleson.
- (b) Candidates. Thirty (30) days prior to the selection of candidates by the Nominating Committee, the general membership shall be solicited for submission of possible candidate names. The President/CEO shall supply the Nominating Committee with a certified membership list of active and qualified members. This committee shall meet within one (1) week of its appointment and shall canvass the certified roster, and select six (6) candidates. These candidates shall be contacted by the Nominating Committee and must signify their willingness to serve before they may be submitted to the Board of Directors for acceptance at the February meeting.
- (c) Ballots, Voting, Election Date. The Nominating Committee shall have ballots produced with the names of the six (6) candidates. In addition to the names of candidates, space shall be provided for at least six (6) write-in candidates. Web link for online voting and/or printable ballot will be sent following the February board meeting by mail, email, or fax to all Members of the Chamber eligible to vote or available at the Chamber office. Public notice of the election will be published on the Chamber website, www.southwestvalleychamber.org. Members shall have a minimum of fourteen (14) days to return the ballots or complete electronic voting with all ballots due by 5:00pm on the second Monday of March. Members shall indicate their choice of not more than six (6) Directors.

The six (6) elected candidates shall be determined as follows:

First, the person nominated from the City of Avondale area with the highest number of votes shall be deemed elected; the person nominated from the City of Goodyear area with the highest number of votes shall be deemed elected; the person nominated from the City of Litchfield Park area with the highest number of votes shall be deemed elected; the person nominated from the City of Tolleson area with the highest number of votes shall be deemed elected;

Second, of the remaining nominees, those two with the highest number of votes shall be deemed elected.

In the case of any tie, selection shall be determined by the Board of Directors.

The Chairperson shall appoint a committee of three (3) Chamber members as judges, who are not members of the Board of Directors or candidates for election which shall have supervision of the election until the results are ascertained.

Section 10. Terms of Office. Newly elected Directors shall serve a three (3) year term commencing May 1 of the year of election and ending April 30 of retirement year unless otherwise provided herein.

ARTICLE IV 6 EX-OFFICIO MEMBERS

In addition to the 18 voting members of the Board of Directors set forth in Article III, the following shall be automatically deemed ex-officio members:

- a) The past chairman of the Southwest Valley Chamber of Commerce which shall be a voting member.
- b) The 56th Support Group Commander, Luke Air Force Base which shall be a non-voting member.
- c) The Mayor from each of the cities of Avondale, Goodyear, Litchfield Park, and Tolleson. The Mayor may designate an individual in the Mayor's place for a term no longer than one year or the end of the Mayor's current city term, whichever is sooner which shall be a voting member.

Ex-officio members shall be entitled to notice of, and attendance at, all meetings of the Board of Directors, including participation in all discussions.

ARTICLE V - OFFICERS

Section 1. Determination of Officers. The Board of Directors at its regular May meeting shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the Chairperson, Chairperson-Elect, Corporate Secretary, and the Treasurer. Officers will be elected from members of the Board and shall take office at that time. All officers shall serve for a term of one (1) year or until their successors assume the duties of office, and they shall be voting members of the Board of Directors.

No Director shall be eligible for the office of Chairperson until that Director has served a minimum of one year on the Board. If a member is elected to serve as Chairperson-Elect during the third year on the Board, that person may serve as Chairperson the following year. In such a case, there may be nineteen (19) members of the Board of Directors for that year. No officer can serve more than two (2) consecutive one-year terms in the same position.

Section 2. Duties of Officers.

- (a) The Chairperson shall preside at all meetings of the Chamber and of the Board of Directors, and shall perform all duties incident to this office. The Chairperson shall, subject to the approval of the Board of Directors, appoint all committees and shall be an ex-official member of all committees.
- (b) The Chairperson-Elect shall act in the absence of the Chairperson. In the absence of both the Chairperson and the Chairperson-Elect, a member of the Board of Directors shall be chosen by the President to act temporarily.
- (c) The Secretary shall be responsible for the official records of the Chamber and shall keep records of the official actions of the Board of Directors and the Executive committee and arrange for safekeeping of the records.
- (d) The Treasurer, or his delegate, shall receive and disburse the funds of the Chamber. All disbursements shall be made by check or electronic transfer. All expenditures of \$1,000 or more, except regular staff payroll checks, must have two designated signatures. A Treasurer's report shall be prepared monthly and delivered to the Board. Other financial reports shall be prepared as necessary.
- (e) The Past Chairperson shall be an ex-officio member of the Board of Directors and the Executive Committee.

Section 3. Removal. An officer may be removed from office by a two-thirds (2/3) vote of all Board members in office.

ARTICLE VI - PRESIDENT/CEO

The Board, by majority vote, may hire a President/CEO and support staff. The President/CEO shall have such authority and exercise such power as may from time to time be conferred by the Board of Directors. The Board may remove said persons with or without cause at any time by a majority vote.

ARTICLE VII - COMMITTEES

Section 1. Appointment and Authority. The Chairperson, by and with the approval of the Board of Directors, shall appoint all committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall serve concurrent with the term of the appointing Chairperson, unless a different term is approved by the Board of Directors.

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. Executive Committee. At its regular meeting in May, the Board of Directors shall appoint an Executive Committee. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. This committee shall include the Chairperson, Chairperson-Elect, Secretary, Treasurer, Past Chairperson, and President/CEO.

ARTICLE VIII - MEETINGS

Section 1. Annual Meeting. The annual membership meeting of the corporation shall be held as soon as practical after the close of the fiscal year. The time and place shall be fixed by the Board of Directors and notice thereof given each member at least ten (10) days before said meeting. Matters to be presented at this meeting shall include but not be limited to the introduction of Board members and officers, annual financial report, by-law review or amendment, if applicable, and any other matters of interest to the membership.

Section 2. Additional Meetings. The Board of Directors may provide for holding general membership meetings whenever it may be necessary or desirable, but such meetings shall be held at least once per month.

General and special membership meetings of the Chamber of Commerce may be called by the Chairperson at any time, or upon petition in writing of 10% of the members in good standing. Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings.

Section 3. Quorums.

At any duly called general membership of the Chamber 10% of the members shall constitute a quorum except when a committee of Directors present shall constitute a quorum except when a committee consists of more than nine(9) members , five(5) shall constitute a quorum.

At any duly called general or special membership meeting of the Chamber 5% of the members shall constitute a quorum. At a Directors meeting 50% must be present to constitute a quorum. At a committee meeting 50% must be present to constitute a quorum.

ARTICLE IX - MEMBERSHIP

Section 1. Eligibility. All persons, corporations, partnership, businesses, associations, municipalities and other entities interested in the industrial, commercial or economic well-being of the Chamber area, or who desire to preserve and promote the objectives of the corporation, are eligible for membership.

Section 2. Conditions. Membership applications must be accompanied by payment representing the first year's membership investment.

Section 3. Classification. Membership in the Chamber shall be Active, Associate, Honorary, and Municipality.

- (a) Active. Active membership shall be defined as any person, firm, association, partnership, or other business entity having active business interest in the Chamber area.
- (b) Associate. An associate member is an individual who wishes to belong to the Chamber but is not a businessman owning or managing his own business. Examples: Clergy, educators, retired businessmen, or government employees. All privileges of Active Members shall apply to Associate Members.
- (c) Honorary. Honorary membership may be granted by the Board of Directors to an individual for a definite period of time for distinction in public service. Honorary members shall have the privileges of membership except the right to vote and they are not required to pay membership investments. Honorary memberships will be considered and reviewed annually.
- (d) Municipality. Each City's appointed representative shall be entitled to one (1) vote.

Section 4. Dues. Each member shall pay membership investments in an amount in accordance with the schedule passed by the Board of Directors.

Section 5. Termination. Any member may be expelled by the Board of Directors for non-payment of dues after ninety (90) days from the due date, unless otherwise extended for good cause. Any member may be expelled by a two-thirds 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 opportunity for a hearing are afforded the member complained against.

Section 6. Vote. Every active, associate member, or municipal member is entitled to one vote in any election, referendum, or membership meeting. No voting by proxy shall be permitted.

Section 7. Representation. Any person, firm, association or corporation, municipality or other entity who is a member shall have the right at any time to change its representative upon notice to the Chamber.

ARTICLE X - FINANCE

Section 1. Fiscal Year. The fiscal year of the corporation shall end on the thirtieth day of April.

Section 2. Bond Requirements. The Chairperson and such other persons as may be designated to sign checks by these Bylaws, or by the Board from time to time, may be covered individually and collectively by an indemnity bond in an amount to be established by the Executive Committee. Other employees of the corporation may be covered by a bond in an amount deemed appropriate by the Executive Committee. All said bonds shall be executed through an approved indemnity company and the cost thereof shall be paid for by the corporation.

Section 3. Audit. An annual audit shall be conducted by an appointee of the Board. This appointee shall examine all financial records of the corporation, and shall prepare and present a final report of the financial conditions to the Board at its next meeting following completion of the audit.

ARTICLE XI - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and of the Board, and shall keep at the corporation's known place of business a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member entitled to vote or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII - 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.

ARTICLE XIII - AMENDMENTS

These Bylaws may be amended by a majority vote of those members present at any special or regular meeting, and provided that mail, email, or fax notice of the proposed change shall have been given all members not less than ten (10) days prior to such meeting.

ARTICLE XIV - DISSOLUTION

If for any reason there should be a dissolution of this Chamber of Commerce, any funds remaining shall be distributed to one or more organized and qualified non-profit charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XV - STATUTORY AGENT

The Board shall appoint the statutory agent of the corporation.

ARTICLE XVI - INDEMNIFICATION CLAUSE

No member, Director or officer of this Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

ARTICLE XVII - LIMITATION OF AUTHORITY

No action by any member, committee, division, employee, Director or officer shall be binding upon or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.