

HEBER-OVERGAARD CHAMBER OF COMMERCE

BY-LAWS

AMENDED 11/05/2025

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.

The Chamber will 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, corporation 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 Chamber of Commerce for considered and approval by the Board of Directors. Membership approval by the Board will become effective upon payment 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. The membership dues are due annually in January following the initial membership registration. 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 after 30 days of their annual invoice, 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 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 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 e-mail at least 30 days prior to the election. Completed ballots will only be accepted up to three (3) days prior to the election.

VI. QUORUM

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

VII. SPECIAL MEETINGS

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

VIII. GENERAL MEETINGS

Membership general meetings shall be held at least once each quarter on the second Wednesday of the month to encourage good morale and keep all members informed and active for the betterment of the Chamber. A Board meeting can or will be held before the general meeting. The Board will determine whether this meeting is open to all members.

IX. AGENDA

The meeting agenda for the regular monthly or quarterly 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.

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

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ARTICLE III

BOARD OF DIRECTORS

I. NUMBER OF OFFICERS AND TERMS OF OFFICE

The Board shall consist of a minimum of five (5) elected members and a maximum of nine (9) elected members in total. They shall take office at the January 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, four or five (3,4 or 5) of the Board member's terms shall expire in odd numbered years and two, three or four (2,3, or 4) shall expire in even numbered years. The Board shall consist of four (4) officers (President, Vice President, Treasurer and Secretary) and two to six (2-6) 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 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 e-mail ballot or in-person. The ballots shall be e-mailed to the membership no later than the second week in November and returned to the Chamber, either by e-mail or in person, no later than December 15th. All nominated Officers shall be a paid-up member and a full-time resident of the Heber-Overgaard area. All nominated Directors shall be a paid-up member and either a full-time or part-time resident of the Heber-Overgaard area. The newly elected Board members will attend the Board meeting in January.

III. ABSENCES

Any Board member absent for three (3) 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 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.

IV. 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, 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 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.

The Treasurer or Secretary shall attest to the President's signature on authorized documents.

The President and Treasurer shall have custody of the funds and securities of the Chamber.

They 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. They shall insure all Federal and State reports and filings are submitted on a timely basis. They shall cause notice of all meetings to be served as prescribed in these By-laws and shall perform such other duties and possess such other

power incident to that office as assigned by the President or Board. They 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.

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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 hearings, make recommendations to the Board and carry on such activities as may 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.