



BYLAWS

The attached Bylaws of the Lake Havasu Area Chamber of Commerce were adopted January 26, 2010. The Chamber's Bylaws can be amended at any time, so be certain to check with the Chamber of Commerce office to assure your set is current.

Lisa J. Krueger

ARTICLE I
GENERAL

Section 1 **Name**

This organization is incorporated under the laws of the State of Arizona as the Lake Havasu City Chamber of Commerce Inc, and shall be known as the Lake Havasu Area Chamber of Commerce.

Section 2 **Purpose**

The purpose of the Lake Havasu Area Chamber of Commerce is to create a strong local economy; assist member businesses and professionals in the interaction of business with government; provide networking opportunities for the membership; promote the community; and take part in political action which affects the business community.

Section 3 **Limitation of Methods**

This organization 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 II
MEMBERSHIP

Section 1 **Eligibility**

Any person, firm, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership. Membership categories will include business members; non-profit members; associate members; and individual members.

Section 2 **Election**

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Membership will be restricted to those willing to adhere to a reasonable code of business or professional conduct and to those demonstrably able to promptly pay membership investment dues. The Board of Directors reserves the right to reject any application. The Board of Directors also reserves the right to reject new applications of former members who were previously expelled.

Those applying for membership must provide the Chamber with reasonable and current contact information, including physical address and telephone number, so that appropriate referrals may be given.

Section 3 Membership Investment

Membership investment shall be at such rate or rates according to schedule or formula as may be from time to time approved by the Board of Directors, payable annually in advance.

Section 4 Termination

- a) Any member may resign from Chamber upon written notice to the Board of Directors;
- b) Any member shall be expelled by the Board of Directors by a two-thirds (2/3) vote for nonpayment of membership investment due after ninety (90) days from the date due, unless otherwise extended for good cause;
- c) Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors for actions detrimental to the Chamber or the business community, moral turpitude or other crime;
- d) If the Board of Directors by a two-thirds (2/3) vote, determines that a member should be expelled, the member to be expelled shall be given fifteen days written notice of the intended action by first class mail, postage prepaid, addressed to the member at the member's last known address shown on the records of the Chamber. The notice shall state the reason for the member's expulsion and also state that the member has an opportunity to submit a written statement why the expulsion should not take place, which statement must be received in the Chamber Office not less than five days before the effective date of the termination. The Board of Directors shall consider the member's statement, if any, and may order that the expulsion shall not take place or that it shall take place as stated in a notice to the member.

Section 5 Voting

Each member designee shall be entitled to cast one vote upon payment of the investment of the regularly scheduled amount set by the Board of Directors.

Section 6 Exercise of Privileges

Any firm, association, corporation, partnership or estate-holding membership may nominate an individual(s), whom the holder desires to exercise the privilege of membership covered by its subscription so long as the nominated individual is affiliated with or

employed by the firm, association, corporation, partnership or estate-holding membership, and shall have the right to change its membership nomination upon written notice.

Section 7 Orientation

At regular intervals, orientation on the purpose and activities of this organization shall be conducted for the following groups: new directors, officers and existing directors, committee chairpersons, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedure manual.

Section 8 Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of membership investment. The Board of Directors shall confer or revoke honorary membership by majority vote. An honorary membership shall be for a one (1) year period.

ARTICLE III
MEETINGS

Section 1 Annual Meeting

The annual meeting of the corporation shall be held during the last month of the fiscal year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10), and not more than sixty (60) days, before each meeting.

Section 2 Additional Meetings

Meetings of the Chamber of Commerce may be called by the Chairman at any time, or upon petition in writing to the Chairman of ten percent (10%) or more of the members in good standing. Notice of special meetings shall be mailed to each member at least ten (10), and not more than sixty (60) days, prior to such meetings.

Board meetings of the Chamber of Commerce may be called by the Chairman or upon written application of five (5) members of the board. Notice (including the purpose of the meeting) shall be given to each Director at least one (1) day prior to such meeting. Committee meetings may be called at any time by the Chairman or by the committee chairperson.

Section 3 Quorums

At any duly called Special meeting of the Chamber, ten percent (10%) of the members shall constitute a quorum. Simple majority of committee members and board members shall constitute a quorum before Committee meetings and Board of Director meetings respectively.

Section 4 Emergency Action

If there is no quorum, but there are at least seven (7) voting members present at a Board meeting and by unanimous vote of the members present, there is declared to be an emergency question pending, action may be taken upon such emergency question by unanimous vote of the members present together with the approval of such action, obtained by telephone, from a sufficient number of Board members to constitute a majority. A record of the meeting shall be kept and the names of the Board members contacted by telephone for approval shall be made part of the record. Action taken on such emergency question shall be ratified by the Board at its next regular meeting where a quorum is present.

ARTICLE IV
BOARD OF DIRECTORS

Section 1 Composition of the Board

A. Elected Directors

The Board of Directors shall be composed of nineteen (19) members, five (5) or more of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

B. Annual Director

The Past Chairman of the Chamber who is still a member in good standing shall automatically be a member of the Board of Directors, with full voting powers.

C. Ex-Officio Directors

A representative from the City Council, Public Education, Convention and Visitors Bureau, Partnership for Economic Development and Havasu Foundation for Higher Education shall be ex-officio members (no voting privileges) of the Board of Directors.

D. Term Limits

Board members are elected to serve a three (3) year term and are eligible to serve a second consecutive term. After serving two (2)

consecutive terms, Board members are required to take a one (1) year hiatus before being eligible for future service on the Board. However, a director elected to hold an office will automatically have their term extended to cover their time as an officer. This includes the one (1) year term served by the Immediate Past Chairman.

Section 2 Selection and Election of Directors

A. Nominating Committee

At the regular January board meeting, the Chairman shall appoint a Nominating committee of six (6) members of the Chamber. The Vice Chairman shall be the Chairperson. Others shall be two (2) current Directors and three (3) members in good standing.

Prior to the February Board meeting, the nominating committee will present to the President/CEO a slate of five (5) or more candidates to serve a three (3) year term to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship.

In order to assure equitable representation, the Nominating committee shall be instructed to make its best effort to select nominees in such a manner that the Board contains at least one Director from each of the following areas of the community: Retail, Construction, Real Estate, Tourism, Finance, Professionals, Education, Healthcare and Manufacturing; however, the willingness to serve actively may also be taken into consideration during the selection of nominees.

B. Publicity of Nominations

Upon receipt of the report of the Nominating committee, the President/CEO shall immediately notify the membership by mail of the names of persons nominated as candidates for Directors, and of the right of petition.

C. Nominations by petition

Additional candidates for Directors may be nominated by petition bearing the original signatures of at least thirty five (35) qualified members of the Chamber. Such petition shall be filed ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating committee as to the legality of the petition(s) shall be final.

D. Determination

If no petition is filed within the designated period, the nominations shall be closed and a vote held on the nominated slate of Directors

at the regular April Board of Directors meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for five (5) or more candidates. Identification shall be made on the ballot to identify those candidates nominated by the Nominating committee. The President/CEO shall mail this ballot to all active members at least twenty (20) days before the regular April Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballots and returned to the Chamber within fifteen (15) days after the ballots are mailed to the members. The Board of Directors shall, by the regular April meeting, declare the five (5) or more candidates with the greatest number of votes elected.

Section 3 Seating of New Directors

All newly elected Board members shall be seated at the regular June meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until June 30th.

Section 4 Vacancies

A member of the Board of Directors who shall be absent from three (3) regular meetings of the Board of Directors during the fiscal year shall automatically be dropped from the Board, unless confined by illness or otherwise excused from absence by a majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the officers, shall be filled by a recommendation of the Chairman and confirmed by a majority vote of the Board of Directors. A Director appointed to fill such an unexpired term shall be considered eligible to serve on the next succeeding Board, through the normal nominating and election processes.

Section 5 Removal

Any member of the Board of Directors may be removed with or without cause by a vote of two-thirds (2/3) of the entire Board of Directors.

Section 6 Policy

The Board of Directors is responsible for formulating the policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

ARTICLE V
OFFICERS AND DIRECTORS

Section 1 Determination of Officers

The Board of Directors, at its regular April meeting, shall reorganize for the coming fiscal year. At this meeting, the Board shall confirm the Chairman, Vice Chairman and Treasurer. Officers will be elected from members of the new Board. All Officers shall serve for a term of one (1) year or until their successors assume the duties of office.

Section 2 Duties of Officers

A. Chairman

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 Committee.

The Chairman shall, with the advice and counsel of the President/CEO, assign the Vice Chairman of the Board to divisional responsibility, subject to Board of Directors approval.

The Chairman shall, with the advice and counsel of the officers and the President/CEO, determine all committees, select all chairpersons, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

B. Vice Chairman

The Vice Chairman shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman. Upon confirmation by the Board of Directors, they will become Chairman the following year.

C. Treasurer

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement as outlined in the Chamber's financial policy(ies). The Treasurer shall cause a monthly financial report to be made to the Board.

D. Past Chairman

The Past Chairman shall also serve as chairperson of the 5-Year Committee of the Chamber. As such they, and the committee, will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward

achieving business and community needs in the area served by the Chamber.

E. President/CEO

The President/CEO shall be the chief administrative and executive officer of the Chamber. They shall serve as secretary to the Board of Directors, and cause to be prepared notices and minutes of meetings of the Board.

The President/CEO shall serve as advisor to the Chairman and Past Chairman and the 5-Year Committee on program planning. They shall assemble information and data and cause to be prepared special reports as directed by the Chairman of the Chamber.

The President/CEO shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.

The President/CEO, with the assistance of the designated chair of each committee, shall be responsible for administration of the Business Plan, which will be determined at the Board of Directors' Annual Planning Retreat or at any official Board Meeting in accordance with the policies and regulations of the Board of Directors.

The President/CEO shall be responsible for the hiring, discharging, directing and supervising of all employees.

With the cooperation of the 5-Year Committee and Budget and Finance Committee, they shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. They shall be responsible for all expenditures within approved budget allocation.

Section 3. 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 action. It shall be composed of the Chairman, Vice Chairman, Treasurer, Past Chairman and two (2) Directors appointed by the Chairman and confirmed by the Board. The Chairman will serve as chairman and the President/CEO shall be a non-voting member.

ARTICLE VI
INDEMNIFICATION AND BONDING

Section 1. Indemnification

The Chamber shall indemnify its directors, officers, employees, committee/task force members and agents from liability and expense incurred or threatened by reason of any act of omission in regard to Chamber activities so long as such person acted in good faith in a manner reasonably believed to be in the best interests of the Chamber, or, if criminal, such person had no reasonable cause to believe such conduct was unlawful.

The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any or all current or former Officers, Directors or employees, against action, claim, suit or proceeding, in which any of them are made parties, or a party by reason of having been Officers, Directors or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, claim, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

The Chamber will purchase and maintain bonding and insurance as necessary to comply with local, state and federal regulations.

ARTICLE VII COMMITTEES/TASK FORCES

Section 1 Appointment and Authority

The Chairman, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons and may either appoint or assist the committee chairperson in forming ad hoc committees or task forces for specific projects and programs. The ad hoc committees or task forces will be organized as deemed necessary to carry out a portion or portions of the Business Plan Committee and ad hoc committee or task force appointments shall be at the will and pleasure of the Chairman.

It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations, and submit timely written reports to the Board of Directors and to carry on such activities as may be delegated to them by the Board, utilizing the assistance and support of the ad hoc committees or task force as needed.

Section 2 Limitation of Authority

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

Committees, ad hoc committees or task forces shall be discharged by the Chairman when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee, ad hoc committee or task force.

Section 3 Testimony

To the extent necessary once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairpersons, or in their absence, whomever they designate from the committee as being familiar enough with the matter at issue to give testimony to, or make presentation before, civic and governmental agencies; rather than members of the staff who may be in attendance; however testimony and statements shall be cleared with the Chairman or President/CEO.

ARTICLE VIII
FINANCES

Section 1 Funds

All funds received by the Chamber shall be placed in a general operating fund or special accounts.

Section 2 Disbursements

Upon approval of the budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. If the amount of the check is over \$1000, signatures of two officers of the corporation are required other than the normal reoccurring expenses. Disbursement shall be by check.

Section 3 Fiscal Year

The fiscal year of the Chamber shall close on June 30.

Section 4 Budget

At the regular April meeting, after election of the new Board of Directors and officers, the existing Chairman and the Vice Chairman shall appoint a Budget task force which shall consist of the Vice Chairman, the incoming Treasurer, the President/CEO, and two Directors. The Budget Task Force shall compile a budget

of estimated expenses and revenues for the coming fiscal year and shall submit it to the Board of Directors for its approval at the regular June meeting.

Section 5 Annual Statement

The Treasurer and President/CEO shall be jointly responsible for keeping the Board of Directors advised of the financial condition of the Chamber through monthly statements and a fiscal year-end statement. The Chamber's financial statement shall be available at the Chamber office for inspection by any member with advanced notice to the President/CEO.

Section 6 Audit

The Chamber will contract with a licensed Arizona Certified Public Accountant who is independent of the Chamber's Board of Directors or any Committees/Task Forces to perform an audit of the organization's financial standing in a timeline as prescribed in the Chamber's Financial Policy and Procedures Manual.

ARTICLE IX
DISSOLUTION

Section 1 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 inure, or be distributed, to the members of the Chamber. Upon 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.

ARTICLE X
RULES OF ORDER

Section 1 Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final authority in all questions of parliamentary procedure when such rules are consistent with the Charter or Bylaws of the Chamber.

ARTICLE XI
AMENDMENTS

Section 1 Revisions

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors or a majority of the members at any regular or special meeting provided that the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board of Directors or the member in writing at least ten (10) days before the meeting at which they are to be acted upon.

Revised January 26, 2010