

# **By-Laws of The Tombstone Chamber of Commerce**

## **ARTICLE I. GENERAL**

### **Name**

Section 1.01. This organization is incorporated under the laws of the State of Arizona and shall be known as the Tombstone Chamber of Commerce.

### **Purpose**

Section 1.02. The Tombstone Chamber of Commerce is organized to advance the general welfare and prosperity of the Tombstone area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the civic, commercial, cultural, industrial, agricultural, economic, education, historical, and tourism interests of the area. This organization, in its activities, shall be non-partisan, non-sectional and nonsectarian. It shall not be, by resolution or otherwise, committed to the support or endorsement of any candidate for public office.

### **Limitation of Methods**

Section 1.03. The Tombstone Chamber of Commerce shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501 © (6) of the Internal Revenue Code.

## **ARTICLE II. MEMBERSHIP**

### **Classification and Privileges**

Section 2.01. The Chamber shall have four classes of members. The designation of such classes shall be as follows.

(a) BUSINESS: Business members shall be any persons, firms, associations, corporations, partnerships or any other business entities having a licensed business within the greater Tombstone Area, which includes surrounding unincorporated areas.

(b) ORGANIZATION: Organization members shall be any nonprofit, tax-exempt service, trade, professional or religious organization meeting within the greater Tombstone Area.

(c) OUT OF TOWN ASSOCIATE: Associate members shall be any persons, firms, associations, corporations, partnerships or other business entities having a place of business outside the greater Tombstone area. Associate members shall have no voting privileges.

(d) Individual: Individual members shall be any person having an interest in promotion and fulfilling the objectives of the Chamber. Individual members shall have no voting privileges.

### **Application for Membership**

Section 2.02. Application for membership and membership class shall be approved by a vote of the Board.

### **Membership Investment (Dues or Membership Fees)**

Section 2.03. Membership investments/dues/fees shall be at such rate or rates as determined by the Board.

### **Voting**

Section 2.04. In any proceeding in which voting by members is required, each Business and Organization Member in good standing shall be entitled to cast one vote. At Board of Directors meetings, each Director in good standing shall be entitled to cast one vote. Proxy votes are unacceptable.

### **Section 2.05.**

- a) Any member may resign from the Chamber upon written request or notice to the Board of Directors.
- b) Any member who is delinquent in his/her dues automatically loses their voting privileges. They may, by majority vote of the Board, be terminated from membership, after being in default for 30 days.
- c) Any member may be expelled by a majority vote of the Board of Directors, at a regularly scheduled or special meeting thereof, for conduct unbecoming a member or pre judicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

## **Article III. MEETINGS OF MEMBERS**

### **Annual Membership Meeting**

Section 3.01. The Annual Membership Meeting of the Chamber shall be held at the close of each fiscal year unless otherwise determined by the Board of Directors. The time and place shall be fixed by the Board of Directors. Written notice thereof shall be forwarded to all members at least ten days before said meeting.

### **Additional Meetings**

Section 3.02. General meetings of the Chamber may be called by the President at any time, or upon petition in writing of any five percent of the voting members in good standing. The President has the authority to call Executive Closed Sessions for personnel and legal matters only, as deemed necessary.

### **Quorum**

Section 3.03. At any duly called general meeting, a quorum shall consist of fifteen percent of the voting members.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Composition of the Board**

Section 4.01. The Board of Directors shall be composed of seven members, each elected to a three year term, or until their successors are elected and have qualified.

### **Qualifications**

Section 4.02. Directors shall be any business owner or an officer of an organization that is a member in good standing of the Chamber for one calendar year and shall be elected by vote of the Business and Organization Members. The officer of said organization shall have to remain an officer of his or her organization for the duration of his or her term on the Chamber Board of Directors.

### **Nomination**

Section 4.03. Any person qualified to be a Director under Section 4.02 of these By-Laws may be nominated by method of nomination authorized by the Board.

### **Election**

Section 4.04. The Directors shall be elected at each Annual Membership Meeting by written ballot. At the Annual Membership Meeting, the candidates receiving the highest number of votes shall be elected for a term of three-years. Terms are staggered, and during any year, 2 or 3 Director spots shall come open.

Thereafter, at each Annual Membership Meeting the necessary number of Directors shall be elected to maintain the composition of the Board as provided for in section 4.01 of these By-laws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

## **Compensation**

Section 4.05. The Elected Directors shall serve without compensation.

## **Regular Board Meetings**

Section 4.06. A regular meeting of the board shall be held without call or notice, immediately following each Annual Membership Meeting, at the same location. Additional regular meetings may be held at other times established by the board.

## **Special Board Meetings**

Section 4.07. Special Meetings of the Board may be called at any time by the President or by any three Directors. Special meetings and Executive Closed Sessions for personnel and legal matters shall be called and convened as soon as a quorum is available.

## **Quorum**

Section 4.08. A majority of the Board of Directors constitutes a quorum of the Board for the transaction of business.

## **Vacancies**

Section 4.09. A member of the board who has been absent from three consecutive regular meetings of the Board may be replaced. Vacancies on the Board, or among the officers, shall be filled by the Board by a majority vote. The Director filling the vacancy shall serve the remainder of the unexpired term of the vacancy.

## **Policy**

Section 4.10. The Board of Directors is responsible for establishing procedure and for formulating and adopting policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary. The Board is also responsible for controlling the organization's finances and property and for determining the distribution thereof.

## **Indemnification**

Section 4.11. This organization declares itself to be free and clear of any assessments, liens, or accusations against any organization that may have in the past been named the Tombstone Chamber of Commerce.

## **ARTICLE V. OFFICERS, AGENTS AND EMPLOYEES**

### **Determination of Officers**

Section 5.01. The Board of Directors, at its meeting immediately following the Annual Membership Meeting per Section 4.06 of these By-Laws, shall elect a President, a Vice President, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be deemed necessary to conduct the activities of the Chamber. Officers will be elected from members of the new Board. No person may hold more than one office unless approved by the Board.

### **President**

Section 5.02. The President shall be the chief elected officer of the Chamber; preside at all meetings of the membership and of the Board of Directors, have general and active management of the business of the Chamber, see that all orders and resolutions of the members of the Chamber and of the Board of Directors are carried into effect; and in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

The President shall, with the advice and counsel of the Executive Director, determine all committees, and select all committee chairmen, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

### **Vice President**

Section 5.03. In the absence, disability, or refusal to act by the President, the Vice President shall perform the duties and exercise the power of the President, and when acting shall have all the powers of and be subject to all the restrictions of the President.

The Vice President may perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

### **Secretary**

Section 5.04. The Secretary shall keep and maintain minutes of the meetings of the Chamber and of the Board of Directors, and send a copy of all minutes to each member of the Board; see that all notices are duly given in accordance with the provisions of these vs or as required by law; be custodian of the Corporate records; keep a register of the mailing addresses of each member which is furnished to the Secretary by such member; maintain the policy manual of the Chamber; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

## **Treasurer**

Section 5.05. The Treasurer shall have the custody of the Corporate funds and securities; oversee the deposit of all money and other valuables in the name and to the credit of the Corporation; disburse the funds of the Corporation and keep full and accurate accounts of receipts and disbursements. The Treasurer shall prepare an annual budget and shall cause a monthly financial report to be made to the Board.

## **Executive Director**

Section 5.06. The Executive Director of the Chamber shall manage the daily operations of the Chamber. The Executive Director shall be responsible for coordinating the implementation of the Chamber's policies and projects and such other duties as the Board of Directors may require. The Executive Director shall be a non-voting member of the Board of Directors and all committees. The Executive Director shall receive compensation as determined by the Board of Directors.

## **Other Officers and Agents**

Section 5.07. The Board of Directors may appoint, employ and discharge such other agents and employees as it deems necessary, or may delegate the employment and discharge of such a persons to any officer or employee o the Chamber by a majority vote.

# **ARTICLE VI. COMMITTEES**

## **Appointment and Authority**

Section 6.01. The President, by and with the approval of the Board of Directors, shall establish all committees and appoint all committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointment shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

It shall be the function o the committees to make investigations, conduct studies ad hearings, make recommendations tot eh Board of Directors and to carry on such activities as may be delegated to them by the Board.

## **Limitation of Authority**

Section 6.02 No action by any member, committee, director or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall be discharged by the President when their work has been completed and their reports accepted, or when it is opinion of the Board of Directors o discontinue the committee.

## **ARTICLE VII. FINANCES**

### **Funds**

Section 7.01. The funds of the Chamber shall be deposited in a timely manner to the credit of the Chamber in banks or other depositories selected by the Board of Directors.

### **Budget**

Section 7.02. The financial operation of the Chamber shall be conducted in accordance with an annual budget submitted by the Treasurer and approved by resolution of the Board of Directors.

### **Disbursements**

Section 7.03. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws. Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

### **Fiscal Year**

Section 7.04. The fiscal year of the Chamber shall close June 30.

### **Annual Audit**

Section 7.05. The accounts of the Chamber shall be audited annually at the close of business on June 30. The audit shall be available to members of the organization within the offices of the Chamber.

## **ARTICLE VIII. DISSOLUTION**

Section 8.01. On dissolution of the Chamber, any funds remaining shall be distributed to one or more nonprofit organizations in Tombstone, to be selected by the Board of Directors.

## **ARTICLE IX. PARLIAMENTARY AUTHORITY**

Section 9.01. The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the Charter or By-Laws of the Chamber.

## **ARTICLE X. AMENDMENTS**

Section 10.01. These By-Laws may be amended or altered by a two-thirds vote of the Board of Directors, or by a majority of the voting members at any regular or special meetings, providing the notice for the meeting includes the proposals for amendments or alterations will be submitted to the Board in writing at least ten days in advance of the meeting at which they are to be acted upon.

ADOPTED: May 14, 1990

AMENDED: April 29, 1991

AMENDED: February 23, 1993

AMENDED: August 25 1997

AMENDED: October 15, 1997

AMENDED: July 29, 2003

AMENDED: June 12, 2006

AMENDED: April 24, 2012

## **Amendment**

### Responsibilities and Job Description for the Tombstone Chamber of Commerce Board of Director

Individual directors are elected/appointed as provided in the bylaws.

Directors shall perform duties as prescribed in the bylaws.

Samples of those duties are:

1. Must be a member in good standing for at least a year.
2. Serve on at least one chamber committee
3. Attend at least 75% of all Board Meetings
4. You are allowed 3 excused absences and must call to meeting
5. Review Agenda and financials before Board Meetings
6. Assist in setting the overall policy for the organization
7. Provide resources to meet the goals of the Chamber
8. Approve Strategic Plan
9. Elect officers in accordance with the bylaws
10. Recommend changes in bylaws
11. Meet as required in the bylaws
12. Support the leadership and direction of the Board Chair and President

Directors are encouraged to:

1. Attend Networking events
2. Volunteer at events when your schedule permits
3. Counsel and advise as requested by the Executive Officers
4. Perform such duties within his/her capabilities as requested by the Chair or President (including but not limited to solicitation of new members and funds)
5. Support Chamber financially by attending events or sponsorship
6. Attend Chamber events representing the Board of Directors
7. Represent the Chamber at Community Events

Monthly Time Commitment for a Board Member  
(Times are approximate)

Attend monthly Board Meetings 2-3 hours

Attend Chamber Events:

Committee Meeting 1 - 2 hours

Community Events 1 – 2 hours

Read reports and research issues 1 – 2 hours

Other Events as needed or requested by the Chairman or President

*(8/27/12)*