

**RIO RICO CHAMBER**

**OF**

**COMMERCE**

**Updated 9-14-2006**

**Updated 9-9-2009**

**BY-LAWS**

# **RIO RICO CHAMBER OF COMMERCE BY-LAWS**

## **INDEX**

### **Article I**

Name, By-Laws, Office, Purpose and Area, Limitation of Methods  
**PAGE 1**

### **Article II Membership**

Eligibility, Election, Dues, Sustaining Membership, voting,  
Termination of Membership, Resignation  
**PAGE 1**

### **Article III Meetings**

Annual Meeting, Purpose of Annual Meeting, Additional Meetings,  
Quorums, Notices, Robert's Rules of Order  
**PAGE 2**

### **Article IV Board of Directors**

Composition of Board, Terms of Officers and Directors, Selection and  
Election of Directors, Seating of New Directors, Duties And Powers of the  
Directors, Regular Board of Directors Meeting, Removal Of a Board  
Member or Officer, Vacancies on the Board of Directors, Indemnification  
**PAGE 4**

### **Article V Officers**

Election of Officers, Duties of Officers, Executive Director  
**PAGE 6**

### **Article VI Committees**

Appointment and Authority, Standing Committees  
**PAGE 7**

### **Article VII Finances**

Funds, Disbursements, Budget  
**PAGE 8**

### **Article VIII Dissolution**

Procedure  
**PAGE 9**

### **Article IX Amendments**

Revisions, Adoption  
**PAGE 9**

# **RIO RICO CHAMBER OF COMMERCE BY-LAWS**

## **12-08-05**

### **Article I**

#### **Section 1. Name**

This organization is incorporated under the laws of the state of Arizona and shall be known as the Rio Rico Chamber of Commerce.

#### **Section 2. By-Laws**

These By-Laws shall take the place of all previous By-Laws and Amendments, thereto, which are hereby annulled and set aside.

#### **Section 3. Office**

The Rio Rico Chamber of Commerce shall have and maintain an office situated at an address in Rio Rico which will be designated by the Board of Directors.

#### **Section 4. Purpose and Area**

The Rio Rico Chamber of Commerce is dedicated to provide support to the growth and development of the business community and to continually improve the quality of life for those who live and work in the Rio Rico and Santa Cruz County areas.

The Rio Rico Chamber of Commerce shall encourage firms or Associations who wish to be supporters of the Rio Rico Chamber of Commerce to become active in efforts to promote economic activity in the County of Santa Cruz and the state of Sonora, Mexico, and to encourage these supporters to become members of the Rio Rico Chamber of Commerce.

#### **Section 5. Limitation of Methods**

The Rio Rico Chamber of Commerce shall operate as a non-profit, non-sectarian entity and shall observe all local, State and Federal laws which apply to a non-profit organization as defined in the Internal Revenue Code. The Rio Rico Chamber of Commerce shall establish its tax-exempt status as defined in section 501 (c) (6) of the Internal Revenue code as amended, Except in the individuals own capacity, no official endorsements of any person, firm or proposition shall be given by any officer, employee, director, committee or committeeman of the Chamber until the Board of Directors has favorably passed on such endorsement.

## **ARTICLE II**

### **MEMBERSHIP**

#### **Section 1. Eligibility**

Any reputable business firm, individual, not-for-profit association, Governmental Agency, Corporation, partnership, or estate having an interest in the above purpose shall be eligible to apply for membership in the Rio Rico Chamber of Commerce.

**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. A simple majority vote of the directors present at a Board of Directors meeting shall be required to accept or reject any application for membership. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

**Section 3. Dues**

Membership dues and assessment fees shall be at such rates, schedule or formula as may be from time to time prescribed by the Board of Directors, paid in advance on an annual basis. New member dues shall be payable in advance.

**Section 4. Sustaining Membership**

A Sustaining membership is available to any person, firm, association, corporation, partnership or other business entity who wishes to support the activities and efforts of the Rio Rico Chamber of Commerce with a annual financial contribution, but who otherwise does not wish to be considered for Active Membership. Sustaining members enjoy all membership privileges, except the right of membership on the Board and the right to vote. The Board of Directors, by a majority vote, may revoke a Sustaining Membership.

**Section 5. Voting**

In any general membership proceeding in which voting by members is required, each member, including each business firm, individual, not-for-profit association, corporation, partnership or estate (if in good standing) shall have one (1) vote. Sustaining members do not have the right to vote. Business firms may vote by designating an executive of their firm to vote in voting situations.

**Section 6. Termination of Membership**

Failure to pay annual chamber dues within 60 days of billing date will result in termination of membership upon a majority vote of the Board of Directors. Conduct unbecoming a chamber member may result in membership termination, upon two thirds vote of the Board of Directors.

**Section 7. Resignation**

Any member may resign from the Rio Rico Chamber of Commerce upon written notice to the Board of Directors. Such resignation shall not relieve the member of the obligation to pay dues, assessments or other charges theretofore accrued and unpaid.

**ARTICLE III**

**MEETINGS**

**Section 1. Annual Meeting**

The Annual Meeting of the Rio Rico Chamber of Commerce shall be held on the last Thursday of January of each year beginning with the year 2006 at a time and place in Rio Rico, Arizona, as determined by the Board of Directors. The Annual Meeting shall be a 7pm dinner meeting. The agenda shall be determined by the Board of Directors. Notice of the Annual Meeting shall be mailed to each member in good standing at least (ten) 10 days before said meeting.

## **Section 2. Purpose of Annual Meeting**

The purpose of the annual meeting shall be to report to the membership the accomplishments and activities of the previous year; to present new directors and officers; to approve the By-Laws and any By-Law changes; to recognize services rendered by retiring officers and directors, and to recognize other members designated by the Board of Directors and to transact such other business as may be considered of interest to the members.

## **Section 3. Special Meetings**

The President may call general member meetings of the Rio Rico Chamber of Commerce at any time, or upon petition in writing of fifty-one percent of the members in good standing, Notice and purpose of special meetings shall be given to each member at least five (5) days prior to such meetings.

Board meetings may be called by the President of the Board of Directors, or upon written application of eight (8) members of the Board of Directors. Notice (including the purpose of the meeting) shall be given to each Director at least five (5) days prior to said meeting.

Committee meetings may be called at any time by the President, Committee Chairperson, or by the Executive Director.

## **Section 4. Quorums**

At any duly called general meeting of the Rio Rico Chamber of Commerce, twenty-five percent of the members in good standing shall constitute a quorum.

Six Directors shall constitute a quorum of the Board of Directors.

At committee meetings, a majority shall constitute a quorum except when the committee consists of more than nine (9) members; then five (5) shall constitute a quorum.

At any meeting in which a Quorum has been established, unless otherwise designated by the By laws, all resolutions shall be passed by a majority vote. In case of a tie, The President of the Board, or the Chairman of the committee shall cast the deciding vote.

## **Section 5. Notices**

Written or printed notice stating the place, date and time of the meeting, and the purpose for which the meeting is called, shall be sent by mail, fax, or e-mail to the members involved.

- A. Annual Member Meeting – minimum 10 days notice
- B. General Member Meeting – minimum 5 days notice
- C. Board of Directors Meeting – minimum 5 days notice
- D. Committee Meeting – minimum 2 days notice

An agenda must be prepared for all meetings and minutes must be kept and sent to the President to be presented at the next Board of Director's meeting.

## **Section 6. Robert's Rules of Order**

All meetings will be conducted under the current edition of Robert's Rules of Order and the Vice President shall serve as Parliamentarian.

# ARTICLE IV

## BOARD OF DIRECTORS

### Section 1. Composition of the Board

The Board of Directors of the Rio Rico Chamber of Commerce shall be composed of 15 members, including; four (4) officers and (11) directors.

### Section 2. Terms of Officers and Directors

The terms of the four (4) Officers shall be for a period of two (2) years. Officers are elected by the Directors, at the January Board of Directors meeting, on odd numbered years.

The terms of all Directors shall be three (3) years. One third of the Directors shall be up for election each year, using the following schedule;

The Directors and their numbers are as follows;

<u>Director's Name (15)</u>	<u>Director's Number</u>
Penny Nelson	<u>1</u>
Kurt Ahrens	<u>2</u>
Jovanna Lopez	<u>3</u>
Mike Foster	<u>4</u>
Patricia Lopez	<u>5</u>
Melody Webster	<u>6</u>
Jim Ross	<u>7</u>
Marcos Bustamante	<u>8</u>
Olivia Ainza-Kramer	<u>9</u>
Dan Doyle	<u>10</u>
Patty Ibarra	<u>11</u>
Dean Davis	<u>12</u>
Victor Santa Cruz	<u>13</u>
Thad Woronowicz	<u>14</u>
Enedina Otanez	<u>15</u>

Directors 1, 2, 3, 4, and 5, terms expire December of 2009. Elect replacement Directors, for a 3 year term, beginning January 2010.

Directors Remaining: 6, 7, 8, 9, 10, 11, 12, 13, 14, 15

Directors 6, 7, 8, 9 and 10, terms expire. December of 2010. Elect replacement Directors, for a 3 year term, beginning January 2011.

Directors remaining: 1, 2, 3, 4, 5, 11, 12, 13, 14, 15.

Directors 11, 12, 13, 14 and 15, terms expire December 2011. Elect replacement Directors, for a 3year term, beginning January 2012.

Directors remaining: 1, 2, 3, 4, 5, 6, 7, 8, 9, 10.

In future years the terms of the Directors shall continue rotating on the above three (3) year schedule.

In future years the terms of the Officers shall remain on the above two (2) year schedule. New officers shall be elected in January of the odd numbered years 2011, 2013, 2015 and so on.

When filling a Director's seat, the replacement Director's length of term will depend on the amount of time remaining on the outgoing Director's term.

Some Director's seats may not be a full-term if the vacancy is due to a resignation of a Director, or the removal of a Director. A Director's term may be longer if they become an officer, during their term as Director.

### **Section 3. Selection and Election of Directors**

- A. Nominating Committee: The officers and the past president shall, by virtue of their election to their respective offices, become the Nominating Committee. The Committee will establish the form of voting and rules. The President shall be the Chairman of the Committee. Selection of candidates for Directorship positions is to commence in October.

Prior to the regular December Board of Directors' meeting, the Nominating Committee shall present to the President a slate of candidates to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing or an officer, director, partner or designated voting employee of a member in good standing.

Names of the nominees shall be presented to all Board of Directors immediately thereafter, and the Directors have five (5) days to present any objections. If any objections are presented, a special Board meeting must be called to review the objections, settle the question, and adjust the ballot accordingly.

- B. Publicity of Nomination: Upon receipt of the report of the Nominating Committee the President shall immediately thereafter notify the membership of the names of persons nominated as candidates for Directors.
- C. Nomination by Petition: Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least 10% of the qualified members of the Rio Rico Chamber of Commerce. Such petition shall be filed with the Nominating Committee within 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 the nominated slate of candidates shall be declared elected by the Board of Directors at their regular Board Meeting, with a majority vote.

If a legal petition shall present additional candidates, a run-off ballot shall be mailed to all active members at least fifteen (15) days before the annual meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall call a special meeting to declare the candidates with the greatest number of votes elected.

- E. The Nominating Committee shall have complete supervision of the election, including the auditing of the ballots.

**Section 4. Seating of New Directors**

All newly elected Board members shall be seated at the next regular Board of Directors meeting and shall immediately become voting members.

**Section 5. Duties and Powers of the Directors**

The government and policy-making responsibility of the Rio Rico Chamber of Commerce shall be vested in the Board of Directors, whom shall exercise general supervision over the control of its property, finances and business affairs.

**Section 6. Regular Board of Directors Meeting**

All regular Board of Directors' meetings shall be held at 10am on the 2<sup>nd</sup> Thursday of the month unless otherwise resolved by the Board.

**Section 7. Removal of a Board Member or Officer**

A Board member or Officer may be removed from the Board of Directors, with good cause, by a two-thirds vote of the Board.

**Section 8. Vacancies on the Board of Directors**

Vacancies on the Board of Directors, or among Officers, shall be filled by a candidate recommended by the Nominating Committee ratified with a majority vote of the Board of Directors.

**Section 9. Indemnification**

The Rio Rico Chamber of Commerce shall, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors and Officers or former Officers by obtaining insurance coverage, of one million or more, deemed adequate by the Board.

## ARTICLE V

### OFFICERS

**Section 1. Election of Officers**

At the regular January Board of Directors meeting, the Directors shall elect, the President, Vice President, Treasurer and Secretary, to be seated, at the Annual Meeting. Officers will be elected from members of the board with a majority vote of the Board of Directors. All Officers shall serve for a term of two (2) years. The Officers shall be voting members of the Board of Directors.

**Section 2. Duties of Officers**

- A. President: The President shall serve as the Chief Executive Officer of the Rio Rico Chamber of Commerce and shall preside at all meetings of the General Membership and of the Board of Directors. The president shall assign all standing committees, with advice and counsel of the Vice President, all Committee Chairpersons; select Committee Personnel; set terms of service; terminate committees, and remove or replace Committee Members or Chairman.
- B. Vice President: The Vice President shall exercise the powers and authority, and perform the duties of the President in the absence or disability of the President. The Vice President shall assist the President and carry out executive functions as directed by

the President. The Vice President, when necessary, shall organize a by-law committee consisting of at least five board of directors.

The Vice President succeeds to the office of President, upon nomination by the Nominating Committee and confirmation by the board, unless that person declines to accept that office.

- C. Secretary: The duties of the Secretary shall be to maintain records and minutes of the proceedings and actions of the Chamber and the Board of Directors. The Secretary shall assist the President and carry out executive functions as directed by the President.
- D. Treasurer: Prior to the December Board meeting the Treasurer shall have prepared a proposed annual Chamber Budget, with the help of the Vice President, the Budget/Finance Committee and the Executive Director. The budget must be approved by the Board of Directors at the January Board meeting. To safeguard all funds received by the Chamber, and to see that such funds are on deposit in financial institutions, or invested in a manner approved by the Board of Directors. All checks must be signed by the Treasurer and the President. The Treasurer, with the Executive Director, the Budget/Finance Committee and the Vice President shall create a monthly financial report to be made, and copy given, to the Board of Directors monthly. Blank checks shall not be signed ahead of time. Checks must be completely filled out before being signed by the President and the Treasurer.
- E. Executive Director: The Executive Director shall assist all Officers, Board Members and Committees of the Rio Rico Chamber of Commerce. The Executive Director will man the office of the Chamber, and help all Officers and Committees in the preparation and research of reports, community guides, newsletters, pamphlets, expos and other promotional materials.

The Executive Director will work closely with the President and Vice President, and will assist the Secretary in the preparation and disbursement of minutes.

The Executive Director shall be the only non-voting member of the Board of Directors, Nominating Committee and all other Committees of the Rio Rico Chamber of Commerce.

The Executive Director, when the budget permits, will be the only paid hourly employee of the Rio Rico Chamber of Commerce. The hiring, pay, benefits, training program and complete job description of the Executive Director will be prepared by the Officers and approved by the Rio Rico Chamber Board of Directors. Instructional meetings for incoming directors and officers shall be conducted by the current officers.

The time at which the Executive Director will be hired will be determined by the size of the Chamber, the budget and the Board of Directors.

## **ARTICLE VI**

### **COMMITTEES**

#### **Section 1. Appointment and Authority**

The President, in accordance with Article V, Section 2, shall appoint all Committees and Committee Chairpersons. The President may appoint such ad hoc Committees and their Chairpersons as deemed necessary to carry out the programs of the Rio Rico Chamber of

Commerce. Committee appointments for both Chairmen and Committee personnel shall serve concurrent with their terms of election, unless the President approves a different term. Minutes, and/or a report of all Committee proceedings must be maintained by a Committee Secretary, appointed by the Chairperson, presented to the President within one (1) week after the meeting and presented to the Board of Directors at their next scheduled meeting.

## **Section 2. Standing Committees**

1. Membership (3 Board Members)
2. Budget/Finance (3 Board Members)
3. Programs and Publicity (3 Board Members)
4. Government Affairs (3 Board Members)
5. Tourism (2 Board Members)
6. Budget Review (Consisting of Richard Russ, Sherman Montgomery, Karen Miller, Kim Beedy and Joseph C. Adamson) the committee shall serve until the Rio Rico Chamber of Commerce has completed three years of operation in which they have maintained full fiscal responsibility for its operations.

### Limitations:

No Committee shall take or make public any formal action, make public any resolution, or in any way commit the Chamber on a question of policy without first receiving approval by the Board of Directors. Special committees shall be discharged by the Chairman of the Board 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.

### Contracts:

The Board of Directors shall approve or disapprove all contracts on behalf of the Rio Rico Chamber of Commerce.

The chairman of standing committees may from time to time recruit other members or form other committees from the general membership.

## **ARTICLE VII**

### **FINANCES**

#### **Section 1. Funds**

All dues and other receipts of the Chamber shall be deposited to the account of the Chamber in such bank or banks as may be designated by the Board of Directors and all funds at all times be under the direction and control of the Board of Directors and the Officers of the Chamber.

#### **Section 2. Disbursements**

All disbursements shall be made by check with two (2) signatures. Authorized check signers will be the President and the Treasurer.

#### **Section 3. Budget**

Prior to the December Board meeting the Treasurer shall have prepared a proposed annual Chamber Budget, with the cooperation of the Vice President, the Budget/Finance Committee and

the Executive Director, for approval by the Board of Directors at the January Board meeting. The budget shall be reviewed by the Budget Review Committee before presentation to the Board of Directors for approval.

**ARTICLE VIII**

**DISSOLUTION**

**Section 1. Procedure**

The Rio Rico Chamber of Commerce shall use its funds only to accomplish the objectives and purposes specified in these By-laws, and no part of said funds shall inure, or be distributed to the members of the Rio Rico Chamber of Commerce. On dissolution of the Rio Rico Chamber of Commerce, 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©(6) or as otherwise provided by law.

**ARTICLE IX**

**AMENDMENTS**

**Section 1. Revisions**

These By-Laws may be amended or altered by a (2/3) vote of the Board of Directors. Any proposed amendments or alterations shall be submitted, mailed, e-mailed or faxed to the Board of Directors in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

**Section 2. Adoption**

The foregoing By-laws, when adopted, shall replace and repeal all former By-laws of the Rio Rico Chamber of Commerce and shall constitute the By-laws of the Rio Rico Chamber of Commerce from the date of their adoption.

Read and adopted by the Rio Rico Chamber of Commerce Board of Directors on the \_\_\_\_\_ day of \_\_\_\_\_, 2\_\_\_\_\_.

\_\_\_\_\_  
President

Attest: \_\_\_\_\_  
Secretary