

Article I - General

Section 1.1: Name. This organization is incorporated under the laws of the State of Arizona and shall be known as the **Greater Oro Valley Chamber of Commerce** (hereinafter referred to as “the Chamber.”)

Section 1.2: Purpose. The Chamber is a membership organization dedicated to promoting business prosperity and a healthy community by providing information, services and advocacy for its members and to support the mission of the Chamber, as the Board (hereinafter referred to as “the Board”) amends periodically, which is currently: “Maximizing Greater Oro Valley’s unmatched assets.”

Section 1.3: Limitation of Methods. The Chamber shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

Section 1.4: Location of General Office. The principal office of the corporation shall be located at such place within that portion of Pima County, Arizona, designated as the corporation’s primary service area as the Board shall determine periodically.

Article II-Membership

Section 2.1 Eligibility. Membership in the Chamber shall be available to individuals, corporations, institutions, associations, foundations, clubs and other organizations interested in advancing the purposes of the Chamber as set forth in Article I. Membership admission in the Chamber shall be at the discretion and approval of the Board, which may promulgate and apply such further requirements for membership as may be consistent with the purposes of the Chamber.

Section 2.2 Application. Application for membership in the Chamber shall be in writing or email, and such application shall constitute an agreement on the part of the applicant, if accepted, to adhere to all Bylaws, policies and procedures as adopted by the Board.

Section 2.3 Annual Dues. Annual membership dues shall be fixed and payable at such times and in such manner as determined by the Board.

Section 2.4 Termination of Membership. Membership shall continue until terminated in one of the following ways: a. Resignation in writing by the member. b. Termination for nonpayment of dues after ninety (90) days. Member shall receive written notice at 60 days indicating membership may be terminated. c. Termination by the Board for conduct that violates the by-laws or is prejudicial to the objects and purposes of the Chamber, after notice to the member and an opportunity afforded for a hearing under procedures determined by the Board. d. Death of the member. e. Dissolution of the Chamber.

Section 2.5 Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. The designated representative of a member that is a legally-recognized entity and has been registered as such with the President/CEO, or a proxy designated in writing by such member for the purpose of a specific vote, may cast the vote of such member.

Section 2.6 Transfer of Memberships. Memberships may not be transferred.

Article III-Meetings of Members

Section 3.1 Annual Meetings. An annual meeting of the members for the purpose of hearing reports from officers and committees and announcing the election of Directors and Officers shall be held in the third quarter of each calendar year, at a time and place to be fixed by staff and approved by the Board.

Section 3.2 Special Meetings. Special meetings of members may be called by the Board, the Chair of the Board, or by five percent or more of the members, by written request (except when called by the Board), delivered in person or mailed by first class mail to the Chamber office. The request shall specify the time desired for the meeting, not less than 35 or more than 90 days after the receipt of said request, and shall also state the general nature of the business proposed to be transacted at the meeting. A special meeting called by request shall be set by the Board on a date not less than 35 or more than 90 days after the receipt of said request. Within 20 days after receipt of the request, the officer who receives it shall cause notice to be given to all members entitled to vote at the meeting of the place, date and time of the meeting, and the general nature of the business to be transacted at the meeting.

Section 3.3 Notice of Meetings. Written notice stating the place, day and hour of any meeting of members and the business to be addressed at such meeting shall be delivered personally or by mail, facsimile transmission or electronic mail to each member entitled to vote at such meeting not less than seven (7) days before the date of such meeting.

Section 3.4 Quorum. When a meeting of the general members has been properly noticed those members in good standing and present at the meeting shall comprise a quorum. A majority vote of members in good standing present at the meeting at which a quorum is present shall be sufficient to constitute an act of the membership.

Section 3.5 Voting. At any meeting of members, all votes shall be cast in person or by written proxy.

Article IV-Board

Section 4.1 General Powers. The affairs of the Chamber shall be managed by a Board (“the Board”). The Board shall determine all policies and generally guide the affairs of the Chamber.

Section 4.2 Number and Qualifications. The number of Directors shall be not less than eleven (11) and not more than seventeen (17). Each Director shall be an individual member of the Chamber, or the registered designated representative of a Chamber member.

Section 4.3 Terms of Office. The regular term of office of a Director shall commence immediately following the annual meeting at which his or her election is announced and shall continue until adjournment of the annual meeting two (2) years hence. No Director shall serve more than three (3) full consecutive terms plus the unexpired portion of the term of a vacancy he or she filled provided that, if a Director serves as Chair of the Board during the last year of such third full consecutive term, such Director may serve one (1) additional year on the Board as Past Chair.

Section 4.4 Election of Directors. Directors shall be elected pursuant to the following procedure:

a) Nominations by Nominating Committee. By the end of May of each year, the Vice Chair shall invite members of the Board to serve on a Nominating Committee, who shall propose the names of Chamber members as candidates for service on the Board and advise the Board of such candidates by July 1. The President/CEO shall verify the interest of any such proposed candidates, and the Nominating Committee thereafter may schedule and conduct personal interviews. Each candidate for the position of Director must be an individual member of the Chamber, or a registered designated representative of a member, and must have agreed to accept the responsibilities of the position of Director. No more than one person representing a single Chamber member may serve on the Board at the same time.

(b) Publication of Nominations. Upon receipt of the report of the Nominating Committee, the President/CEO, no later than July 10, shall notify the members of the Chamber of the names of the

persons nominated as candidates for Director and shall further notify the members of their right to nominate additional members by petition. The President/CEO concurrently shall notify the Board who are proposed by the Nominating Committee as Officers for the ensuing year, indicating their proposed offices.

(c) Nomination by Petition. Additional candidates for Director may be nominated by a petition bearing genuine signatures of at least twenty (20) members of the Chamber other than the nominated member. Petitions for additional nominees must be filed with the President/CEO at the principal office of the Chamber within ten (10) days of the date of the notice described in Section 4.4(b). The determination of the President/CEO as to the validity of any petition shall be final.

(d) Determination of Results.

(i) If no petition is filed within the period designated in Section 4.4(c), the nominations shall be closed and the slate of candidates proposed by the Nominating Committee shall be elected by the Board at the next regular meeting of the Board.

(ii) If a valid petition for nomination of an additional candidate or candidates is filed, the names of all candidates shall be arranged on a ballot in alphabetical order by last name. The President/CEO shall deliver the ballots in the manner prescribed by Section 11.1 for notices by the Chamber to all members as of August 1. Each ballot shall contain instructions informing each member of the Chamber to vote for only that number of candidates that are needed to fill the vacancies on the Board.

(iii) The ballots shall be marked in accordance with the instructions and shall be filed or returned to the principal office of the Chamber in the manner prescribed by Section 11.1 for notices by members on or before August 1. The President/CEO shall cause such ballots to be tabulated no later than August 10. In the event of a tie, the Board, at the same meeting, shall cast the tie-breaking vote.

Section 4.5 Removal of Board Members.

(i) Directors may be removed for cause by the vote of a minimum of two-thirds (2/3) of the members of the Board. What constitutes "cause" shall be determined by the Board and shall include but not be limited to non-attendance at three (3) regular Board meetings in one fiscal year or the failure to carry out any other duties of a Director. The President/CEO shall notify the Director sought to be removed at least fifteen (15) days prior to any such action, and such Director shall be entitled to provide the Board with a written explanation as to why he or she should not be removed at least five (5) days prior to any such action.

4.5 (ii) If a director, serving as a designated representative of a member in good standing, is no longer employed by that member, for whatever reason, he or she shall submit a letter of resignation from the Board of Directors within 15 days of departing said position. Notwithstanding the submission of the letter, its Acceptance of the letter of resignation shall be remain at the board's discretion. If the resignation is accepted by the board, said member in good standing shall be given the chance to nominate a successor, who, upon acceptance by the board, could shall be seated for the remainder of the term. If no successor is proposed, the board position is considered open to applications from the membership for the duration of the vacated term.

Section 4.6 Vacancies. Any vacancy occurring on the Board during the term of office of a Director may be filled by a majority vote of the Board. A Director elected to fill a vacancy shall fill only the unexpired term, unless elected to a subsequent term in accordance with Section 4.4.

Article V-Meetings of Directors

Section 5.1 Regular Meetings. The Board shall meet at least four (4) times each year and at such other times and places as may be determined by the Board.

Section 5.2 Special Meetings. A special meeting of the Board may be called by or at the request of the Chair or of any three (3) members of the Board.

Section 5.3 Notices of Special Meetings.

(a) Written notice stating the place, day and hour of any special meeting of the Board and the business to be conducted at such meeting shall be delivered in accordance with Section 11.1 to each member of the Board at least forty-eight (48) hours prior to the time for such meeting.

(b) A Director may waive any notice required by the Articles of Incorporation, these Bylaws or by law before or after the date and time stated in the notice. Except as provided in Section 5.3(c), the waiver shall be in writing and signed by the Director entitled to the notice, or sent by such Director by electronic mail, and filed with the Minutes of the event for which notice is waived.

(c) A Director's attendance at or participation in a meeting waives any required notice of the meeting to that Director unless the Director, at the beginning of the meeting or promptly upon the Director's arrival at the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5.4 Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the members of the Board is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors.

Section 5.5 Manner of Acting. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board. The Board may permit any or all Directors to participate in a regular or special meeting by or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.6 Action Without a Meeting. Action required or permitted to be taken at a meeting of the Board may be taken without a meeting if the action is taken by a majority of all of the Directors then in office. Such action must be evidenced by one or more written consents describing the action taken, signed by each Director and included in the Minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when a majority of Directors has signed the consent, unless the consent specifies a different effective date. The consent signed under this section has the effect of a meeting vote and may be described as such in any document. Any Director may revoke his or her consent by delivering a signed revocation of the consent to the Chair or the President/CEO prior to the effective date of such action.

Section 5.7 Manner of Waiver or Consent. For the purposes of this Article V, a waiver of notice of a special meeting or consent to action taken by the Board may be signed using an electronic signature as defined in Arizona Revised Statutes section 44-7002 or any replacement or successor statute.

Article VI-Officers

Section 6.1 Officers. The Elected Officers of the Chamber shall be a Chair of the Board ("Chair"), a Vice Chair, a Secretary and a Treasurer.

Section 6.2 Qualification and Term of Office. The Officers shall be members of the Board, shall be elected by a vote of the Board as provided in Section 6.8 below and shall serve for terms of one (1) or two (2) years, at the discretion of the Board. To provide continuity of leadership for the Chamber, Officers' terms shall be staggered as determined by the Board.

Section 6.3 Chair. The Chair shall preside at all meetings of the Chamber and of the Board at which he or she is present and shall exercise general oversight of the affairs and activities of the Chamber. No member shall serve more than two consecutive years as Chair.

Section 6.4 Vice Chair. The Vice Chair shall assume the duties of the Chair in the Chair's absence and shall perform such other duties as may be designated by the Chair or by the Board. The Vice Chair shall succeed to the office of the Chair following the annual meeting at which the term of the preceding Chair expires, subject to approval by the Board.

Section 6.5 Past Chair. The Past Chair shall serve as an advisor to the Chair and the Vice Chair.

Section 6.6 Secretary. The Secretary shall be responsible for the Minutes of the meetings of the Chamber and of the Board and the Executive Committee, which, upon approval by the Board, or the Executive Committee, as the case may be, shall be an official record of all business transacted therein. No member shall serve more than two consecutive years as Secretary.

Section 6.7 Treasurer. The Treasurer shall monitor, supervise and report to the Board the financial affairs of the Chamber, including the periodic presentation to the Board of monthly and annual financial statements prepared by the Chamber's accountants and staff. No member shall serve more than two consecutive years as Treasurer.

Section 6.8 Election of Officers. The Board shall elect Officers by ballot at the first Board of Directors Meeting subsequent to the Annual Meeting of the Chamber, with terms pursuant to Sections 6.2, 6.3, 6.4, 6.6, and 6.7.

Section 6.9 Removal of Officers. Officers may be removed for cause by the vote of a minimum of two-thirds (2/3) of the members of the Board. What constitutes "cause" shall be determined by the Board and shall include but not be limited to failure to carry out the duties of the office. The President/CEO shall provide at least fifteen (15) days prior notice to the Officer sought to be removed, and such Officer shall be entitled to provide the Board, prior to any Board action, with a written explanation as to why he or she should not be removed at least five (5) days prior to any such action.

Article VII-Administration

Section 7.1 President/Chief Executive Officer. Implementation of the policy directives of the Board and the administration and management of Chamber activities shall be carried out by a President/Chief Executive Officer ("President/CEO"), who shall be the chief administrator and executive officer of the Chamber and director of the Chamber staff and operations. The President/CEO shall be responsible for (i) administration of the programs of the Chamber in accordance with the policies and regulations of the Board, (ii) hiring, discharging, directing and supervising all employees of the Chamber, (iii) assisting the Executive Committee in the preparation of an operating budget, subject to the approval of the Board, (iv) collecting all income and paying all expenses of the Chamber according to the policies and budget approved by the Board, (v) maintaining, protecting and safeguarding the property and assets of the Chamber, and (vi) representing the Chamber publicly in the community and with the media. The President/CEO shall be an ex officio (non-voting) member of the Board and of all committees of the Chamber, standing or otherwise.

Section 7.2 Authorized Signatories. All checks, drafts and other orders for payment of money issued in the name of the Chamber shall be signed by any 2 of the following: the President/CEO, the Treasurer, or any two authorized Officers of the Chamber board. The President/CEO shall ensure that all payments made to the Chamber are deposited in a timely manner to a financial institution on behalf of the Chamber with all appropriate endorsements.

Section 7.3 Execution of Contracts and Instruments. The Board may authorize the President/CEO and/or any Officer, Officers, agent or agents to enter into any note, evidence of indebtedness or other contract, or to execute any instrument, in the name of and on behalf of the Chamber. This authority may be general or it may be confined to one or more specific matters. Neither the President/CEO nor any Officer, agent, employee or other person purporting to act on behalf of the Chamber shall have any power or authority to bind the Chamber in any way, to pledge the Chamber's credit or to render the Chamber liable for any purpose or in any amount, unless that person is acting with authority duly granted by the Board as provided in these Bylaws.

Section 7.4 Insurance. The Board shall require insurance to be obtained and maintained for any Director, Officer or employee of the Chamber. The amounts of such insurance shall be determined by

the Board. Premiums for such insurance shall be paid by the Chamber. Any person contracting with the Chamber responsible for or handling Chamber funds shall provide proof of insurance, including but not limited to liability and errors and omissions.

Article VIII-Committees

Section 8.1 Appointment and Authority. The Chair shall appoint all committee chairs, subject to confirmation by the Board. Committee chairs shall make all appointments to committees. The Board shall authorize and define the powers and duties of standing and special committees, including but not limited to those committees whose functions are set forth in these Bylaws. Committee chairs shall serve concurrently with the term of the Chair who appointed them, unless a different term is approved by the Board. A committee may make investigations, conduct studies and hearings, make recommendations to the Board and carry on such other activities as may be delegated to it by the Board. Each committee shall provide status and activity updates to the Board prior to each regularly-scheduled Board Meeting in sufficient time as to promulgate the same to the Directors for their review at said meeting.

Section 8.2 Standing Committees. The Chamber shall have the following standing committees:

(a) Nominating Committee. There shall be a Nominating Committee, which shall have a minimum of three (3) members including the Vice Chair, the current Past Chair and a member of the Board who is not then an Officer. Such appointments (other than Vice Chair and Past Chair) shall be made by the Vice Chair, who serves as the Chair of the Nominating Committee.

b) Executive Committee. There shall be an Executive Committee, which shall consist of the Chair, the Vice Chair, the Secretary, the Treasurer and the immediate Past Chair. Such Executive Committee shall meet as necessary between regular or special meetings of the Board and shall have such powers and duties as may be determined by the Board, subject to ratification or modification by the full Board at its next regular or special meeting. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. An act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be an act of the Executive Committee.

Section 8.3 Limitation of Authority. No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy, without first receiving the approval of the Board. Special committees shall be discharged by the Chair when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed appropriate to discontinue the committee.

Article IX-Indemnification

The Chamber shall indemnify its Directors, Officers, employees, committee members and agents from liability and expense incurred or threatened by reason of any act, omission, failure to act or refusal to act 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 and without fraudulent or criminal intent.

Article X-Fiscal Year

The fiscal year of the Chamber shall commence on October 1 each calendar year.

Article XI-Procedures

Section 11.1 Notices. Except as otherwise provided, notices required or authorized to be given by the Chamber, the Board, the Chair or the President/CEO shall be in writing and may be delivered personally or by first class United States mail, facsimile transmission or electronic mail. Notice required or authorized to be given by any member to the Chamber, the Board, the President/CEO or any Officer shall be in writing and may be delivered personally or by first class United States mail, postage prepaid, facsimile transmission or electronic mail addressed to the recipient at the principal office of the Chamber.

Section 11.2 Governing Rules. The proceedings of the Chamber shall be governed by and conducted according to the latest edition of Robert's Rules of Order, except as otherwise provided herein or as may be determined by the Board. In the event of any conflict or inconsistency of Robert's Rules of Order Newly Revised with (i) the Articles of Incorporation, (ii) these Bylaws or (iii) Arizona law, the Articles of Incorporation, these Bylaws or Arizona law, whichever is applicable, shall control.

Section 11.3 Gender. Whenever in these Bylaws a title or other phrase implies a particular gender, such title or phrase shall not be limited in application to a particular gender and shall be construed to mean either gender.

Article XII-Amendments

Section 12.1 Except as otherwise required by law or by the Articles of Incorporation, these Bylaws may be amended or repealed and new Bylaws may be adopted by the Board with a two-thirds (2/3) vote.

Section 12.2 The Board shall distribute to each member a copy of any change to these Bylaws approved by the Board within ten (10) days of such approval. Such distribution may be through electronic mail. The revised Bylaws shall also be made available for viewing on the Chamber's website. In the event that ten percent (10%) or more of the members of the Chamber request in writing that the changes be submitted to a vote of the members within ten (10) days after the delivery of such notice and posting of changes, such changes shall not be effective unless they are approved by a majority of the members voting at a special meeting of members called for the purpose of approving or disapproving such changes to the Bylaws.

Article XIII-Non-Profit Organization

This corporation is organized and shall operate as a non-profit organization for social welfare, civic improvement and other similar purposes and is incorporated within the State of Arizona as such. All income received shall be for the non-profit purposes of the corporation, and no part of the income of the corporation shall inure to the benefit of any Director, Officer, employee or member. Upon any dissolution of the corporation, any funds remaining after payment of all debts shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic

organizations qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code to be selected by the Board.

Article XIV-Restatement and Effective Date

These Bylaws are the tenth amendment to the Bylaws of the corporation and constitute a restatement of and supersede all previous Bylaws in their entirety. Subject to Section 12.2, these Bylaws shall become effective immediately.

BYLAWS CERTIFICATE

The undersigned certifies that he / she is the Secretary of The Greater Oro Valley Chamber of Commerce, an Arizona nonprofit corporation and that, as such, he is authorized to execute this certificate on behalf of said corporation, and further certifies that the foregoing bylaws, consisting of eight (8) pages, including this page, constitute the bylaws of the corporation as of this date, duly adopted by the directors of the corporation at their March 14, 2018 meeting.