

**HENDERSON NEVADA CHAMBER OF COMMERCE
BY-LAWS**

Amended and Restated September 2017

ARTICLE I - GENERAL

Section 1. Name: The name of the organization shall be the “Henderson Nevada Chamber of Commerce”, doing business as the “Henderson Chamber of Commerce”, hereafter designated in these by-laws as the “Chamber”.

Section 2. Mission: The mission of the Chamber is to advance (i) the commercial, industrial, civic and general interests of the members of the Chamber, the City of Henderson and of Clark County, Nevada, (ii) promote the economic environment for business and (iii) advocate for responsive government.

Section 3. Prohibited Activities: The Chamber in its activities shall be non-partisan and non-sectarian.

Section 4. Non-Profit: The Chamber is not organized for the purpose of making pecuniary profit either for itself or for distribution among its members.

Section 5. Office: The Chamber is incorporated under the laws of the State of Nevada and its principal office shall be at 400 North Green Valley Parkway, Henderson, NV 89074, or at a location as defined by the Board of Directors (hereafter designated in these by-laws as the “Board”).

Section 6. Limitation: The Chamber shall observe all local, state, and federal laws which may apply to a State of Nevada non-profit organization under Section 82 of the Nevada Revised Statutes (NRS) and a tax-exempt entity as defined in section 501 (c) (6) of the Internal Revenue Code.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility: Any reputable individual, sole-proprietor, limited liability company, association, corporation, partnership or estate shall be eligible for membership in the Chamber.

Section 2. Members: The Chamber shall be comprised of Members who are in agreement with its mission. Members shall be classified as follows: Business, Associate Business, Non-Profit and Personal. Dues to be assessed each class and the privileges of membership shall be determined by the President, with the approval of the Board.

Section 3. Enhanced Memberships: Enhanced memberships will consist of Diamond, Executive Platinum, Platinum, Gold, Silver and Executive Henderson Development Association (H.D.A.) and H.D.A. memberships or other designations as approved by the Board.

Section 4. Business Member: Any person or entity, as defined in Article II, Section 1, doing business in the State of Nevada shall be eligible to apply for a Business Membership.

Section 5. Associate Business Member: Any employee or independent contractor affiliated with a business holding a Business Membership shall be eligible to apply for an Associate Membership.

Section 6. Non-Profit Membership: Any tax exempt entity, as defined in Article II, Section 1, that is recognized as tax exempt under the Internal Revenue Code, shall be eligible to apply for a Non-Profit Membership.

Section 7. Personal Member: Any individual that is not employed by any person or entity, as defined in ARTICLE II, Section 1, shall be eligible to apply for a Personal Membership.

Section 8. Membership Application: Application for membership in the Chamber shall be submitted in written, online or electronic forms provided by the Chamber, as modified from time to time, and shall be accompanied by the payment of dues at the time the application is submitted.

Section 9. New Member: New member applications shall be approved by a majority vote at any regular meeting of the Board at which a quorum is present. The Board shall have the power and discretion to reject any application for membership.

Section 10. Termination:

- a. Any member may resign from the Chamber upon written request to the Board; however, such resignation shall not relieve a member from any arrearage of membership dues, subscriptions or indebtedness to the Chamber.
- b. Any member may be expelled after notice and opportunity for a hearing before the Executive Committee by a (i) two-thirds vote of the Executive Committee at a regularly scheduled meeting thereof for conduct prejudicial to the aims or reputation of the Chamber; and (ii) a majority vote of the Board upon recommendation from the Executive Committee.

Section 11. Delinquent Members: Any member whose dues are three (3) months delinquent may be subject to cancellation of membership by the Board and will not be reinstated except as a new member.

Section 12. Voting: Each member shall be entitled to one vote. A firm or corporation may designate by notice the person entitled to cast the vote on behalf of such firm or corporation. Each member present at a duly noticed special meeting (as defined in ARTICLE III, Section 2) of the members shall be entitled to one vote on each matter submitted to a vote of the Members, unless otherwise set forth in these by-laws or in the Articles of Incorporation. All matters considered and voted upon in special meetings of the Chamber regardless of the phraseology of the motion shall be considered as recommendations to the Board. In any case where the Board deems any recommendation from a membership meeting to be inconsistent with the best interests of the Chamber, before taking final action, the Board shall refer the matter to the members of the

Chamber for further consideration at the next Board designated special meeting following the recommendation by the Board. It shall take two-thirds (2\3) majority vote of the members present at the special meeting to over-ride the recommendation of the Board.

ARTICLE III - MEETINGS

Section 1. Annual Meeting: The annual meeting of the membership shall be held at such date, time and place within the State of Nevada as the Board shall determine.

Section 2. Special Meetings: Special meetings of the membership may be called by resolution of the Board, by the Chair and/or President, or at the written request of at least fifteen percent (15%) of the general membership in good standing.

Section 3. Notices: Notices of special meetings may be served in writing or electronically and shall state the purpose or purposes for which the meeting is called, the date, time and place within the State of Nevada of the meeting, and sent not less than ten (10) days and not more than sixty (60) days before such meeting. Business transacted at any special meeting of the membership shall be limited to the purposes stated in the notice.

- a. **General Notices.** Except as otherwise provided by the Articles of Incorporation or these Bylaws, any notice or other communication may be given or sent by any method of delivery permitted by Nevada law. Notice to Directors may be given by facsimile or by other form of electronic transmission, including electronic mail, to an address as it appears on the Corporation's records if (i) the sending of notice by such other media may be verified or confirmed; and (ii) contains or is accompanied by information from which the recipient can determine the date of the transmission. An affidavit of the Secretary or an Assistant Secretary of the Corporation or of the transfer agent or other agent of the Corporation that such notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein.
- b. **Notices to Members.** Without limiting the manner by which notice otherwise may be given effectively to members pursuant to the Nevada Revised Statutes, the Articles of Incorporation or these Bylaws, any notice to members given by the Corporation under any provision of NRS 82, NRS 92A, the Articles of Incorporation or these Bylaws shall be effective if given in the same manner that a corporation is required to give notice to its members pursuant to NRS 78.370.

Section 4. Quorums:

- a. At all meetings of the membership, presence in person by at least five percent (5%) of the general membership shall constitute a quorum for the transaction of business. Voting by proxy shall not be permitted. A simple majority of favorable votes among such quorum shall be required for the adoption or approval of any action of the membership, unless otherwise stated in these by-laws, as in Article XI, Section 1.

- b. At all meetings of the Board, the number of Board members which shall constitute a quorum shall be a simple majority of current Board members. A simple majority of favorable votes among such quorum shall be required for the adoption or approval of any action of the Board. Each Director is entitled to one vote in each instance of Chamber business requiring action. Voting by proxy shall not be permitted.

Section 5. Board of Director Meetings:

- a. **Notice, Agenda, Minutes:** Regular meetings of the Board shall be held once a month at a date, time and place to be determined by the Board. Meetings may be cancelled due to emergency, lack of a quorum, or holidays. Written or electronic notice of all Board meetings shall be given at least three (3) days in advance unless otherwise stated. An advance agenda and minutes shall be prepared for all meetings by the President. All reports, including recommendations and matters requiring a vote of the Board, shall be filed with the President at least three days (3) in advance of the Board meeting at which such matter is proposed to be introduced, unless the Board by majority vote shall agree to permit such matter to be introduced without previously having received a copy thereof. In cases of emergency, special meetings may be held on twenty-four (24) hours' notice and may be called by the Chair and/or the President or not fewer than five (5) members of the Board, and shall be held at such date, time and place as set by the Chair or the Board members calling the meeting. Chamber members are entitled to a copy of the Board meeting minutes after the minutes have received Board approval.
- b. **Action Without Meeting:** Action taken by a mail, electronic mail, or facsimile ballot of the members of the Board, in which at least a majority of Board members, in writing, indicated themselves in agreement, shall constitute a valid action of the Board if reported at the next regular meeting of the Board.
- c. **Virtual Presence:** Members of the Board may participate in a meeting of the Board by means of a telephone conference or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at a meeting, and voting by such participation is permitted.
- d. **Attendance of General Members:** In conformity with procedures established by the President, general members may be permitted to attend Board Meetings upon special request and approval from the Chair of the Board.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Composition: The government and policy-making responsibility of the Chamber shall be vested in the Board of Directors, which shall be responsible for the Chamber's property, its finances and direct its affairs. The Board of Directors shall consist of not more than twenty-

five (25) members and not fewer than nineteen (19) members, including all officers. Board members shall be selected as hereinafter provided.

Section 2. Selection: Membership on the Board of Directors may be extended to one representative of the Clark County Commission, as selected by the Executive Board, and the Mayor of the City of Henderson, as approved by the Board. While serving on the Board, the Clark County Commissioner and Mayor of Henderson will have voting privileges with the approval of the Board. At the first Board meeting in March each year, or as soon thereafter as possible, the Board shall appoint a Nominating Committee of five (5) or more members of the Board. The composition of the Nominating Committee shall include the Chair, Vice-Chair, Immediate Past Chair, the President and one At-Large Board member. The Chair of the Board shall designate the chair of the Nominating Committee. The committee shall present to the Board at its first meeting in April a list of candidates not to exceed the requisite number of vacancies to be filled for discussion and vote. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of directorship. Approval of the slate of candidates for membership on the Board shall be by secret ballot of the Board, by simple majority of those present and voting.

Section 3. Election: The Executive Board shall appoint three (3) judges who are Board Members in good standing and not candidates for office or election. The judges shall have oversight of the election process and auditing rights of the ballots. The President, with approval of the judges, will prepare a ballot including all nominations and electronically submit the ballot, specifying the voting deadline, to all members in good standing. The names of all candidates shall be arranged on the ballot, in alphabetical order. All voting shall be done electronically and confidentially. No proxies shall be allowed. In case of a tie vote affecting the results, the judges shall cast lots and certify as elected the person or persons whom the lot determines. If the slate is not approved by a majority of those voting, the Nominating Committee shall select a new slate, following the same procedure. Discussion and voting by the Board shall be kept confidential. Voting protocols for the membership are outlined in ARTICLE II, Section 12.

Section 4. Term: The Directors shall be eligible to serve three (3) two year terms commencing July 1 in the year of their appointment. In cases of vacancy, the Board may, in its discretion, select an individual to serve the remainder of any unexpired term. A Director may serve not more than three consecutive two year terms, unless serving on the Executive Board, as outlined in ARTICLE V, Section 2. After two years absence from the Board, a former Director shall be eligible for re-election.

Section 5. Powers: The Board shall manage the property, finances and affairs of the Chamber and shall carry out its commercial, industrial, public, legislative and financial policies. Without in any way limiting the generality of the foregoing, the Board shall have power to acquire and dispose of property, to appoint such officers as agents of the Chamber as it shall deem advisable, to fix the compensation of the employees of the Chamber and in its discretion to require security of any of them for the faithful performance of their duties, to create such committees, including an Executive Board, and to designate as member of such committees such persons as it shall determine, and to confer upon such committees such powers, authority and duties as it may deem advisable and generally to do any and every lawful objects of the Chamber. The Board shall have the power to adopt rules and regulations for conducting the business of the Chamber

consistent with the organization's mission as set forth in ARTICLE I, Section 2 of these by-laws. In addition to the President of the HCC, at least two members from the Board shall serve on the Executive Board of the Henderson Chamber of Commerce Foundation. And in the event there are no more than three (3) Henderson Chamber of Commerce Board Members actively serving on the IMPAC Board at their own discretion, the Henderson Chamber of Commerce Executive Board may appoint an HCC Board representative to serve on the IMPAC Board, and who mutually agrees to contribute at least the minimum amount required for service on the IMPAC Board as required by the IMPAC Bylaws.

Section 6. Policy: The Board is responsible for establishing procedure and formulating policy of the organization and is responsible for adopting all policies, and position statements of the organization.

Section 7. Indebtedness and Assessments: No indebtedness, contractual obligations or loans, shall be created by or on behalf of the Chamber without consent of the Board of Directors.

Section 8. Board Absences: A member of the Board who is absent from three (3) Board meetings in a calendar year may be dropped from membership on the Board with approval by a majority vote of the Board.

Section 9. Board Vacancy: When any vacancy shall occur on the Board, the Board may appoint a member in good standing to fill said vacancy for the balance of the term.

Section 10. Removal of Director: A Director may be removed from office by a majority vote of the Board. Such removal may be at the request of the Director, or as may be determined by the Executive Board to be in the best interests of the Chamber.

Section 11. Emeritus Board: The Emeritus Board shall consist of those individuals selected by the Executive Board and approved by majority vote of the Board for their distinguished service to the Chamber.

Section 12. Indemnification: The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any and all of the Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the Chamber, except in relation to matters as to which Director shall be judged in such action, suit, or proceeding to be liable for negligence or misconduct in performance of duty and to such matters as shall be settled by agreement predicted on this existence of much liability of negligence or misconduct.

ARTICLE V - OFFICERS

Section 1. Officers and Appointment: The officers shall include a Chair, a Vice Chair, a Treasurer, the Immediate Past Chair and the President, who shall also serve as Secretary. These Officers, with the exception of the President, shall be elected annually by a majority vote of the Board and shall serve a maximum of two (2) one year appointments. The President shall serve as an Officer, as defined by his or her contract, unless otherwise resigns or is terminated by the Board. Each Officer shall serve on the Executive Board. The Executive Board shall prepare

nominations for all officers, with the Vice Chair position being selected amongst the Executive Board by confidential ballot. In the event of a vacancy, a replacement Officer shall be recommended by the Executive Board and approved by the Board.

Section 2. Term: All Officers and members of the Executive Board are eligible to serve an additional three (3) two year terms beyond the terms outlined in ARTICLE IV, Section 4.

Section 3. Duties and Officers:

- a. The Chair shall serve as the chief elected officer of the Chamber and shall preside at all meetings of membership, Board of Directors and Executive Board. The Chair shall preside at the annual meeting of the Chamber, and at such other times as deemed proper, communicate to the Chamber and to the Board such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber. The Chair may vote on matters presented to the Board for vote only in the event of a tie.
- b. The Vice Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair.
- c. The Treasurer shall be responsible for reporting funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board. The Treasurer shall give a monthly Financial Report to be made to the Board.
- d. The President shall be the Chief Administrator, Executive Officer and Secretary, and shall serve at the pleasure of the Board. The President shall prepare notices, agendas, and minutes of meetings to the Board. The President shall serve as advisor to the Chair, to the Board, and all committees and shall assemble information and data and cause to be prepared special reports as directed. The President shall be a non-voting member of the Board and all committees. The President shall be responsible for hiring, discharging, directing and supervising all employees. With cooperation of the Executive Board and Board, the President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board. The President shall also be responsible for all expenditures within approved budget allocation. It shall be the duty of the President to conduct the official correspondence, preserve all books, documents and communication, keep books of account and maintain an accurate record of the proceedings of the Chamber, Board of Directors, and all committees. Upon termination of his/her employment, the President shall deliver to the Board all books, papers and property of the Chamber.
- e. All Officers serve at the pleasure of the Board. An Officer determined by the Executive Board to be failing to discharge duties with reasonable care and diligence may have his/her appointment revoked by two-thirds vote of the Board present and voting in a quorum.

Section 4. Executive Board: The Executive Board shall act for, and on behalf of, the Board when the Board is not in session but shall be accountable to the Board for its actions. Any decision or action taken by the Executive Board shall be reported to the Board. The Executive Board shall be composed of eight (8) members, including the Officers of the Chamber (the Chair, Vice Chair, Treasurer, the Immediate Past Chair, and the President, who shall serve as Secretary), and not more than four (4) At-Large Members as recommended by the Executive Board and approved by majority vote of the Board. The Chair shall serve as head of the Executive Board. The President shall not have voting privileges during Executive Board and Board of Director meetings.

ARTICLE VI - COMMITTEES

Section 1. Committee Appointments: The President and Chair shall appoint all committees with approval by the Board. The name and duties of each standing committee shall be approved by the Board. All committee chairpersons shall be members in good standing of the Chamber.

Section 2. Special Committees: 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 wise to discontinue the special committee.

Section 3. Committee Functions: It shall be the function of all committees to investigate and make recommendations of all matters referred to them. They shall report their conclusions to the Board, and no minutes shall be distributed beyond the committee members. No report of the result of any committee investigation shall be disclosed by any committee or by any member in advance of its delivery to the Board and action by said Board thereon. Action to the contrary may be cause for removal of the offender. Meetings of the committees may be called at any time by the Chair of the Board, or by the Chairperson of such committee at such time, place and date as the Chair or Chairperson shall determine, and prior notice of such meeting shall be given to each committee member.

Section 4. Committee Records: The records of each committee's proceedings shall constitute a part of the transactions of the Chamber and shall be kept among its archives.

Section 5. Divisions: At the direction of the Board the President may organize separate divisions within the Chamber to fulfill special needs such as economic development or any other service necessary as determined by the Board. Such divisions may be discontinued at any time by the Board. Each division member shall be a member in good standing of the Chamber. Such divisions are authorized to elect their own Trustees and officers. Each Division Chair will serve as a voting member on the Chamber's Board of Directors.

Section 6. Limitation of Authority: In matters of public policy, no member, committee, employee, Director or Officer shall be authorized to speak on the position of the Chamber on said policy until he or she has been authorized to do so by the Board.

ARTICLE VII - FINANCE

Section 1. Funds: All money paid to the Chamber shall be accounted for by way of monthly accounting and budget forms. All funds of the Chamber shall be deposited in an account in the name of the Chamber.

Section 2. Membership Dues: The dues to be paid by each member shall be fixed by the Board and assessed annually.

Section 3. Annual Budget: Prior to the beginning of each fiscal year, which shall be July 1, the President shall prepare a budget of anticipated revenues and expenses which shall be submitted to the Board for revision and approval. Each month the President or Treasurer shall report on the budget to the Board.

Section 4. Disbursement: Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board.

ARTICLE VIII - DISSOLUTION

Section 1. Procedure: The Chamber shall use its funds only to accomplish the objectives and purpose specified in these by-laws, and no part of said funds shall be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the Board.

ARTICLE IX - PROCEEDINGS

Section 1. Parliamentary Authority: The concurrent edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or by-laws of the Chamber.

ARTICLE X I - AMENDMENTS

Section 1. Revision: These by-laws may be amended by a two-thirds (2/3) vote of those present at any regular or special meeting, provided notice of the proposed change shall have been sent by the President to each member not less than ten (10) days and not more than sixty (60) days before such meeting.

Section 2. By-Laws Review: The President shall appoint a committee to review the by-laws of the Chamber as needed. These by-laws shall become effective upon passage and approval by the membership of the Chamber in the manner provided.

ARTICLE XII - SEAL

Section 1. Seal: The Chamber shall have a seal which shall bear the inscription HENDERSON NEVADA CHAMBER OF COMMERCE, INC., together with the date of incorporation.

Attest:

Scott Muelrath, President & CEO

Date

Bob Anderson, Chairman of the Board

Date