



Revised and Approved June 1st, 2011

Revision 5 Tucson Gay, Lesbian, Bisexual, Transgender Chamber of Commerce

**BYLAWS
OF
TUCSON GLBT CHAMBER OF COMMERCE**

ARTICLE 1 – OFFICES AND PURPOSE

1. PRINCIPAL OFFICE. The principal office of the Corporation shall be located at P.O. Box 14312, Tucson, Arizona 85732-4312.

2. OTHER OFFICES. The Corporation may also maintain offices at such other place or places, within or without the State of Arizona, as may be designated from time to time by the Board of Directors, and the business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

3. PURPOSE. This Corporation is an Arizona nonprofit corporation, and an exempt organization pursuant to Internal Revenue Code § 501(c) (6) with activities and purpose limited to charitable and educational purposes with the meaning of § 501(c) (6). Within this limitation, the Corporation intends to promote and assist common business goals, needs, and interests of the membership and the gay, lesbian, bisexual, and transgender community and its straight allies of which the membership is a part.

ARTICLE II – DIRECTORS

1. NUMBER. The number of Directors, which shall constitute the whole Board, shall be neither fewer than five (5) nor more than twelve (12) and as determined at each annual meeting of the Board of Directors.

2. VACANCIES. Vacancies and newly created Directorships resulting from any increase in the authorized number of Directors may be filled by the affirmative vote of a majority of the remaining Directors then in office, though not less than a quorum, or by a sole remaining Director, and the Directors so chosen shall hold office until the next annual election, and until their successors are duly elected and qualified, unless sooner replaced.

3. POWERS. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts as are permitted and limited by statute, the Articles of Incorporation, and these Bylaws.

4. ANNUAL MEETINGS. The annual meeting of the Board of Directors shall be held on a day designated in December of each year, for the purpose of electing Directors and Officers and such other business as may come before the board, to be held at such time and place as provided by notice to the Board members.

5. REGULAR MEETINGS. Regularly scheduled meetings of the Board of Directors may be held without subsequent notice at such time and at such place as shall from time to time be determined by the Board.

6. SPECIAL MEETINGS. Special meetings of the Board may be called by the President and must be called by the Secretary upon written request of at least one-third of the

members of the Board. Such meeting shall be called upon no less than one (1) day's notice to each Director, either personally, by mail, by telegram, or by telephone.

7. QUORUM. A majority of the membership of the Board of Directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the Directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present.

Members may be present, and may participate in any meeting, by telephonic or electronic communication so long as all Directors present and so present may simultaneously hear each other during the meeting.

8. ACTION WITHOUT MEETING: WAIVER OF NOTICE. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceeding of the Board or committee.

Before or at any meeting of the Board of Directors for which notice is required, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to giving such notice. Attendance by a Director at any meeting of the Board shall constitute a waiver of notice unless the Director affirmatively objects at the meeting to the absence of notice.

9. COMPENSATION. The Directors shall serve without compensation.; however, any Director may, in the discretion of the Board, receive reimbursement for reasonable expenses incurred in the performance of his or her duties.

10. RESIGNATIONS. Any Director may resign at any time by written notice delivered to the Corporation. Such resignation shall be effective on the date specified therein or immediately upon receipt by the Secretary or President of the Corporation if no date is specified.

11. REMOVAL. Any Director may be removed from office by the votes of two-thirds of the total Board of Directors present at a regular meeting or special meeting called for that purpose, provided a quorum is present.

ARTICLE III – COMMITTEES

The Board of Directors may appoint one or more committees from time to time, which shall report to the Board of Directors and shall serve at the pleasure of the Board of Directors. Each such committee shall have a chairperson, who may or may not be a member of the Board. Each committee may have one or more additional members, who may be selected by the Board of Directors, or whose selection and maximum number, may be delegated to the Chairperson at the Board's discretion. Committees, their members, and chairpersons may be discharged by the Board of Directors at any time.

ARTICLE IV – MEMBERS

The Board of Directors may establish membership qualification and policies, which shall be consistent with the purpose of the Corporation.

1. MEMBERSHIP CATEGORIES

- a. Membership Categories shall be determined by two-thirds vote of the board and shall be clearly outlined on the website and in membership materials and applications for members and the public to access.

2. VOTING MEMBERS

- a. Each member gets one vote, unless they are in a “non-voting” membership category as clearly indicated on the membership page of the website and in membership materials and applications available for members and the public to access.

3. REGULAR MEETINGS:

- a. Regular monthly meetings of the membership shall be held at such time and such place as shall from time to time be determined by the Board. The Board will determine which items of business, if any, will put to the membership for vote.

ARTICLE V – OFFICERS

1. DESIGNATION OF TITLES. The Officers of the Corporation shall be appointed by the Board of Directors each year at its annual meeting, and shall include President, Vice President, Secretary, and Treasurer. The Board of Directors may also appoint additional Vice Presidents, assistant Secretaries, and assistant Treasurers, as the Board deems necessary or advisable. Any number of offices, except the offices of President and Secretary, may be held by the same person. The Officers shall serve at the pleasure of the Board of Directors.

2. SALARIES. The Officers shall not be entitled to receive a salary; however, any Officer shall be reimbursed for any expenses incurred which the Board of Directors determines were ordinary and necessary and reasonable in amount.

3. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors at any time.

4. PRESIDENT. The President shall preside at all meeting of the Board of Directors. He or she shall sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the Corporation, and shall act as operating and directing head of the Corporation, subject to policies established by the Board of Directors.

5. VICE PRESIDENTS. There shall be as many Vice Presidents as shall be determined by the Board of Directors from time to time, and they shall perform such duties as from time

may be assigned to them. Any one of the Vice Presidents, as authorized by the Board, shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of his or her temporary inability to act. In case of the permanent absence or inability of the President to act, the office shall be declared vacant by the Board of Directors and a successor chosen by the Board.

6. SECRETARY. The Secretary shall see that the minutes of all meetings of the Board of Directors, and of any standing committees, are kept. He or she shall give or cause to be given required notices of all meetings of the Board of Directors. He or she shall have charge of all the books and records of the Corporation except the books of account, and in general shall perform all the duties incident to the office of Secretary of a Corporation and such other duties as may be assigned.

7. TREASURER. The Treasurer shall have general custody of all the funds and securities of the Corporation except such as may be required by law to be deposited with any state official. He or she shall see to the deposit of the funds of the Corporation in such bank or banks as the Board of Directors may designate. Regular books of account shall be kept under his or her direction and supervision, and he or she shall render financial statements to the President and to the Directors at proper times. The Treasurer shall have charge of the preparation and filing of such reports, financial statements, and returns as may be required by law. He or she shall give to the Corporation such fidelity bond as may be required, and the premium therefore shall be paid by the Corporation as an operating expense.

8. TERMS OF OFFICE

a. PRESIDENT

The president shall serve a term of twelve (12) months with the option of one renewable term of twelve months. Upon completion of this second term said President is not eligible for the office of Presidency for a twelve (12) month period. Upon completion of a President's term the Board will vote on a member from the Directors to serve as President in the terms as stated above. In case of the permanent absence or inability of the President to act, the office shall be declared vacant by the Board of Directors and a successor chosen by the Board.

b. VICE-PRESIDENT ELECT

The Vice-President Elect shall serve a term of twelve (12) months with the option of one renewable term of twelve months so as to succeed as President. The Vice President Elect shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of his or her temporary inability to act. In case of the permanent absence or inability of the President to act, the office shall be declared vacant by the Board of Directors and a successor chosen by the Board.

c. TREASURER AND SECRETARY

The Treasurer and the Secretary shall each serve a One (1) year term.

ARTICLE VI – NOMINATIONS AND ELECTIONS

1. NOMINATIONS AND ELECTIONS

- a. Nominations: No less than sixty (60) days before the Election Meeting (December Board Meeting) a call to membership shall be sent to members interested in serving on the Board of Directors.
- b. After a call to Members has been made a Nominations Committee will create a slate presented to the Board to be presented to the Members for elections.
- c. Directors should be elected by the membership at a specified meeting by a simple majority present at that meeting.

ARTICLE VII – REPEAL, ALTERATION, OR AMENDMENT

These Bylaws may be repealed, altered, or amended only by a majority vote of the Board of Directors provided that at least fourteen (14) working days written notice of the intent to alter, amend or repeal these Bylaws or adopt new Bylaws is given to all Board members.

ARTICLE VIII – CONFLICTS OF INTEREST

1. Conflict of Interest Policy

The board shall adopt and annually review TGLBTCC Conflict of Interest Policy applicable to all chapter officers and directors.

2. Disclosure of Possible Conflicts of Interest

All directors and officers shall disclose to the board any possible conflict of interest at the earliest practicable time, and no officer or director shall vote on any matter under consideration at a board or committee meeting in which such director or officer has a conflict of interest. The minutes of such a meeting shall reflect that the director or officer disclosed the conflict of interest and that the director or officer with the conflict abstained from voting on the matter.

ARTICLE IX– INDEMNIFICATION

Each Director and Officer of the Corporation now or hereafter serving as such shall be indemnified by the Corporation to the extent allowable by law against any and all claims and liabilities to which he or she has or may become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected as such Director or Officer and the Corporation shall reimburse each such person for all legal expenses reasonably incurred in connection with any such claim or liability or wrong payments made by him or her in satisfaction of such claim or claims, either by compromise or in satisfaction of a judgment. No such person shall be indemnified against, or be reimbursed for any expense or payments incurred in connection with, any claim or liability established to have arisen out of his own willful misconduct, gross negligence, or bad faith.

The right of indemnification hereinabove provided for shall be exclusive of any right to which any Director or Officer of the Corporation may otherwise be entitled by law.

I hereby certify that the foregoing copy of the Bylaws is a true and correct copy of the Bylaws of the Corporation as amended on June 1, 2011.

Greg Lauderback, Secretary

Date