

**HENDERSON DEVELOPMENT ASSOCIATION  
A DIVISION OF THE  
HENDERSON NEVADA CHAMBER OF COMMERCE**

**ARTICLES OF ASSOCIATION**

**MISSION**

The Henderson Development Association (“HDA”), as the economic development arm of the Henderson Chamber of Commerce (“HCC”), is committed to growing the primary job base in Henderson by encouraging the attraction, retention, expansion and diversification of the business community.

**ARTICLE I – PURPOSE AND POWERS**

The purpose for which the HDA was formed and the powers which it may exercise are set forth in the Articles of Incorporation of the Henderson, Nevada Chamber of Commerce.

**ARTICLE II - MEMBERSHIP**

**SECTION 2.01 QUALIFICATIONS.** Any business association, business, personal business, not for profit; as well as any governmental agency or entity that is a member in good standing of the HCC.

**SECTION 2.02 TYPES OF HDA MEMBERSHIP.** The HCC may adopt various types of HDA memberships as deemed advisable to carry out the purpose of the HDA, currently comprised of four levels: 1) Standard Membership at \$95.00 annually; 2) HDA Sponsor with majority vote of approval of the present Trustees; 3) Trustee, as designated by a majority vote of approval of the present Trustees; and 4) Executive Committee.

**SECTION 2.03 EVIDENCE OF MEMBERSHIP.** Evidence of membership shall be in the format approved by the HCC.

**SECTION 2.04 FEES AND DUES.** Each approved member shall be subject to the schedule of fees and dues established by the HCC.

**SECTION 2.05 TRANSFER OF MEMBERSHIP.** No membership may be transferred.

**SECTION 2.06 TERMINATION OF MEMBERSHIP.** The Executive Committee may terminate a member for violation of any policy adopted by the HCC.

### **ARTICLE III - MEMBERSHIP MEETING**

**SECTION 3.01 MEETINGS.** Meetings of the HDA Membership for any and all Annual, Regular and Special Meetings shall be set at the discretion of the Chair of the HDA or its Executive Committee.

**SECTION 3.02 VOTING.** Action taken at membership meetings shall require a majority vote of all Trustees in attendance at the meeting, and will constitute a recommendation to the Executive Committee.

**SECTION 3.03 CONDUCT OF MEETINGS.** Membership meetings shall be conducted by the provisions of the HCC By-Laws.

### **ARTICLE IV- EXECUTIVE COMMITTEE AND TRUSTEES**

**SECTION 4.01 DUTIES.** The general management and control of the HDA is vested in the HDA Executive Committee ("Executive Committee") and direction from the Henderson, Nevada Chamber of Commerce Board of Directors. The Executive Committee members will include the current HDA Chair, the HCC Chair, the HCC Executive Director/CEO, the Immediate Past Chair and the Chair Elect.

**SECTION 4.02 NUMBERS.** There shall be no more than twenty-one (21) Trustees within the HDA, and no more than one Trustee per company or corporation. Standard Membership is unlimited.

**SECTION 4.03a DESIGNATED VOTING REPRESENTATIVES.** Additional Trustees shall include a member of the Henderson City Council and a representative from the City Economic Development Division, both as designated by the Executive Committee, who may serve in an ex officio, non-voting role. Appointments of such designated representatives will not have a term limit but will serve at the pleasure of the HDA.

**SECTION 4.03b DESIGNATED NON-VOTING REPRESENTATIVES.** The Executive Committee may appoint designated representatives from other agencies/organizations for the purpose of consultation/collaboration as they relate to the mission and interests of the HDA. Appointments of such designated representatives will not have a term limit or voting rights and will serve at the pleasure of the HDA.

**SECTION 4.04 PAST CHAIR.** The immediate past Chair, shall serve as a Trustee with voting privileges within the Executive Committee.

**SECTION 4.05 REGULAR MEETINGS.** Trustees shall meet on a regular monthly basis to be determined by the Chair.

**SECTION 4.06 SPECIAL MEETINGS.** Special meetings may be called by the Chair or Executive Committee to consider business that cannot await the next regular meeting.

**SECTION 4.07 CONDUCT OF MEETINGS.** Meetings of the Trustees shall be conducted by the provisions of the HCC By-Laws and the latest edition of "Robert's Rules of Order," with the By-Laws governing in the event of any conflict.

**SECTION 4.08 RESIGNATIONS.** Any Trustee and/or officer may resign from his or her position as a Trustee by notifying the Chair or HCC Executive Director/CEO in writing. Pursuant to procedures adopted by the HCC, a Trustee may be terminated from his or her position for violation of the HCC By-Laws or any policy adopted by the Executive Committee.

**SECTION 4.09 TERM.** Trustees shall be eligible to serve three (3) two year terms commencing July 1 in the year of their appointment; terms are renewable upon majority approval of the present Trustees with the Trustee in question abstaining. For vested Trustees serving effective July 1, 2016, term limits will commence upon their subsequent reappointment. In cases of vacancy, the Board may, in its discretion, select an individual to serve the remainder of any unexpired term. A Trustee may serve not more than three consecutive two year terms, unless serving on the Executive Committee. The HDA Chair, the HDA Chair-Elect and the HDA Immediate Past-Chair are eligible to serve an additional three (3) two-year terms. After two years absence from the Board, a former Trustee shall be eligible for re-election. Each officer selected by the Executive Committee to fill a vacancy shall serve for the balance of the year term or until a successor is properly selected and qualified.

## **ARTICLE V - OFFICERS**

**SECTION 5.01 DUTIES.** The direct management and control of the HDA is vested in the Executive Committee and the authority of the HCC Board.

**SECTION 5.02 NUMBERS.** The officers of the HDA shall be a Chair, Past Chair, Chair Elect and such other officers as deemed advisable by the Executive Committee to carry out the purposes and business of the HDA.

**SECTION 5.03 CHAIR.** The Chair shall preside over all meetings as required by the HCC By-Laws or the Executive Board and perform such other duties as may be prescribed by the HCC Board.

**SECTION 5.04 CHAIR ELECT.** The Chair Elect shall perform the duties of the office of the President in the absence or incapacity of the Chair and perform such other duties as may be prescribed by the President or the Executive Committee. The Chair Elect is designated by a majority vote of the Trustees.

**SECTION 5.05 IMMEDIATE PAST CHAIR.** The Immediate Past Chair shall Chair the duties of the office of the Chair Elect and/or President in the absence or incapacity of the Chair Elect and/or Chair and perform such other duties as may be prescribed by the Executive Committee.