

THE LEDUC REGIONAL CHAMBER

BYLAWS

Leduc Regional Chamber of Commerce

Approved at AGM: May 11, 2018

ARTICLE I NAME AND OBJECTIVES

1. The name of the organization shall be the "The Leduc Regional Chamber of Commerce", branded as "The Chamber".
2. The Chamber shall be non-sectarian and shall not promote or seek to advance, nor shall it adopt views or policies against any religious or ethnic group. The Chamber shall not lend its support to or work against any candidate for any public office.
3. The usual places of meeting shall be in the City of Leduc or Leduc County.

ARTICLE II INTERPRETATION

1. The headings contained in these bylaws are for the convenience of reference only and shall not in any way affect the construction or interpretation of these bylaws.
2. Whenever the word "Board" occurs in these bylaws, it shall be understood to mean "The Board of Directors of the Leduc Regional Chamber of Commerce".
3. In these bylaws, unless there is something in the subject of context inconsistent therewith:
 - "President" means the President of the Leduc Regional Chamber of Commerce
 - "Executive" means the Executive of the Leduc Regional Chamber of Commerce
 - "Director" means an elected or appointed member of the Board
 - "General Membership" means the member in good standing of the Leduc Regional Chamber of Commerce
 - "Member in good standing" means any member whose annual membership is paid for the current year.
4. "Regional" shall mean the area within and for which this Chamber was established. The "Region" is comprised of the City of Leduc and Leduc County, excluding the Chambers of Beaumont, Devon and Thorsby, and will be defined in the Certificate of Registration under the Board of Trade Act.

ARTICLE III MEMBERSHIP

1. Any individual or organization directly or indirectly engaged or interested in trade, commerce, or the economic, civic or social welfare shall be eligible for membership in the Chamber.

2. Associations, Corporations, Societies, Partnerships or Estates may become members of the Chamber, but the voting power of such memberships shall, in each case, be assigned to individuals in accordance with and as prescribed in the schedule of membership fees. Only one vote will be allowed per membership.
3. A completed application in the form prescribed by the Executive Director or the appointed designate together with the appropriate membership fees shall be submitted to the Board for approval. A simple majority of the Board for admission is required for new members.
4. Membership is for a twelve-month period commencing in the month of approval of membership. Payment of annual membership fees shall be due on the anniversary month of membership in each year.
5. Memberships are non-transferable.
6. Any member of the Chamber, who intends to retire there from or to resign their membership, may do so at any time upon giving 10 days' notice in writing to the Executive Director and upon discharging any lawful liability which is standing upon the books of the Chamber against him or her at the time of such notice.
7. Any person who distinguishes him/herself by some meritorious or public service may be appointed a Honourary Member for life by a majority vote of the membership at a meeting. Such Honourary Member shall not be subject to payment of annual dues, but shall have all other privileges associated with membership. Honourary membership shall include all the privileges of active membership except that of holding office.
8. A member may be expelled on a majority vote of the Board for any cause that the Board may deem reasonable, however, no member shall be expelled without first having been notified by the complaint against him or her and without first having been given the opportunity to be heard by the Board.
9. A member who is delinquent in paying the annual membership fee for three months is grounds for being expelled, and may be voted on as per article III, 8.
10. Members are responsible for behaving in accordance with the bylaws and objectives of the Chamber.

ARTICLE IV

DUES AND ASSESSMENTS

1. The Board shall determine the fees payable by members of the Chamber periodically. Members shall be advised of any fee increases with their annual renewal.
2. Other assessments may be levied against all members, provided they are recommended by the Board and approved by a majority of the members at a meeting of the Chamber. The notice calling such a meeting shall state the nature of such proposed assessment.

ARTICLE V

OFFICERS AND DIRECTORS

1. The affairs of the Chamber shall be managed by a Board of Directors consisting of:
 - a. Five members of the Executive
 - b. The Board shall approve two directors, appointed by the City of Leduc and Leduc County, with full voting rights.
 - ~~c. Immediate Past President is an appointed position.~~
 - d. Members elected from the membership to bring the total number of Directors up to a maximum of 13.
 - e. Members serving a two-year term of service.
2. The Executive shall consist of the following positions:
 - a. President (who shall be Chairperson)
 - b. ~~Past President Secretary~~
 - c. Vice President
 - d. Treasurer
 - e. Policy Chair
3. The Executive may be authorized to:
 - a. Make decisions on Chamber matters that require immediate action prior to the next scheduled Board meeting.
 - b. Keep the Board advised on all matters affecting the finances of the Chamber.
 - c. Act on all matters referred to by the Board.
 - d. Examine and report to the Board on any suggested amendments to the bylaws.
4. The affairs and business of the Chamber shall be managed between Annual General Meetings by the Board of Directors. In addition to the powers and authorities of these bylaws expressly conferred upon them, the Board may exercise all such powers of the Chamber and do all such lawful acts and things as are not by statute by these bylaws directed or required to be exercised or done by the members of the Chamber in a Chamber meeting.
5. The Board shall have general power of government. It may make or authorize petitions or representations to the Government of Canada, the Government of Legislature of Alberta or councils of municipal government, as it may determine or as may be required by vote of the majority of members present at any general meeting.
6. The Board shall:
 - a. Exercise all duties of the Chamber, except as otherwise provided in these bylaws.
 - b. Meet to consider and transact the business of the Chamber at the call of the President, or in his/her absence, of the Vice President.
 - c. Have charge of the general conduct of the affairs of the Chamber and conduct such affairs in accordance with these bylaws.
 - d. Keep the membership reasonably and properly informed.
 - e. Have the power from time to time, and at any time, to pass and/or amend such regulations, as they may deem necessary to carry out the objectives of the Chamber.
 - f. Enforce the provisions of these bylaws.

7. No Director shall enter into any business arrangement in which he or she has a direct or indirect interest with the Chamber, except on a competitive basis, and having declared any interest therein, he/she shall refrain from voting thereon, and shall recuse himself/herself from all discussions.
8. The President shall be an ex-officio member of every committee.
9. The Board shall administer the finances of the Chamber in accordance with an annual budget set by the Board prior to the commencement of each fiscal year.
10. If a vacancy occurs among the Board of Directors, more than 90 days before the next election of Directors, the Board may appoint a replacement that will serve for the remainder of the unexpired term of the *Director* he/she is replacing.
11. Any Director shall be subject to removal by a special resolution of the Board of Directors for any cause or breach of these bylaws, the Board of Directors Procedural/Governance Policy or the Board of Directors Code of Conduct Policy that the Board may deem reasonable. Directors are expected to attend all meetings. After missing three consecutive meetings, the continuance of the Director is subject to Board approval.
12. Any 50% plus one of active Board of Directors, lawfully met, shall be a quorum and a majority of such quorum may do all things within the power of the Board.
13. The Board may appoint committees or designate members of the Executive, the Chamber or others, to examine, consider and report any matter or take such action as the Board may request. All committee members, when not a director, shall adhere to Chamber's policies and code of conduct.
14. No paid employee of the Chamber shall be a member of the Board. Directors of the Chamber shall receive no remuneration for services rendered. The Executive may grant any of these Directors or Executive the reimbursement of reasonable expenses.
15. Each new Director shall, before assuming his/her duties (at the first board meeting after the AGM), take and subscribe before the proper authority, the Oath required by the Board of Trade Act (Canada).
16. Members of the Chamber who wish to address the Board must request to do so by the process of a written delegation.
17. The President, or designate, shall be the spokesperson for the Chamber on matters of policy and shall lead delegations and chair meetings with local, provincial and federal representatives and others as required. No public statement of the Chamber policy may be made by any person other than the President, or in his/her absence, the Vice President, or such other person as has been designated by the President.

18. The President, or in his/her absence, the Vice President, or in the absence of both, the ~~Past President~~ **Secretary**, shall preside at all meetings of the Chamber and Board and shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meetings matters of concerns to the Chamber.
19. The Vice President shall, in the absence of the President, perform the duties of the President.
- ~~20. The Past President shall act as Chairperson of the Nomination Committee and render such other assistance as may be requested by the President.~~
20. The Treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited the same in a financial institution selected by the Board. Out of such funds he/she shall pay amounts approved by the Board and shall submit a financial statement for presentation at the Annual General Meeting and at any other time required by the Board. He/she shall make such investment of funds of the Chamber as the Board may direct. All banking documents shall bear the signatures of two people designated by the Board.
21. The Policy Chair shall act as Chair of the Policy Committee and recommend to the Board for approval policies developed according to the Terms of Reference for the Policy Committee.
22. The Executive Director, or the appointed designate, is the sole employee of the Board, and may be appointed or dismissed by the Board of Directors, and if appointed, shall carry out the functions of the roles and responsibilities outlined in current Executive Director Job Description.
23. ~~The Secretary shall attend all meetings of the Chamber and of the Board, and ensure accurate minutes of the same. The Secretary shall also keep the records of the Chamber in good order and in compliance with statutory and regulatory requirements. The Secretary shall advise the board on their legal, corporate and governance responsibilities. The Secretary shall also keep safe a record of all members of the Chamber and their addresses, send all notices of the various meetings as required. The Secretary shall have charge of the Seal of the Chamber which whenever used shall be authenticated by the signature of the Secretary and the President. The Secretary shall act as Chair of the Governance Committee.~~

ARTICLE VI

MEETINGS

1. The Annual General Meeting (AGM) of the Chamber membership shall be held within the first 6 months of the calendar year, at a time and place determined by the Board. At least one month's notice shall be given of the date of the AGM to all members by e-mail, social media, phone, newspaper ad, website, or mail.
2. Special meetings of the Chamber membership may be held anytime when summoned by the President, or requested in writing by any six members of the Board, or any 25% of the general membership. At least seven days' notice of such meetings shall be given by e-mail, fax, phone, newspaper ad or mail.

3. The Executive shall meet as necessary when summoned by the President, or requested in writing by any two members of the Executive, and the Board at least four times per year to carry on the business of the Chamber. Meetings may be held via online, conference call or any other electronic or paper medium.
4. At any Annual General Meeting, five percent of the members of the Chamber shall be a quorum, and unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts that are, or shall be, directed to be done at such meeting. Any Special meetings of the Chamber when summoned by any 25% of the general membership, 25% of the members of the Chamber shall be a quorum, and unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are, or shall be, directed to be done at such meeting.
5. The books and records of the Chamber may be inspected by any member of the Chamber or at any time upon giving reasonable written notice to the Board and arranging a time satisfactory to the officer or officers having charge of such books and records. Directors shall have access to such books and records at all reasonable times. Any non-member or current member not in good standing may not inspect the books and records of the Chamber unless authorized by the Board or by a special resolution of the members.
6. Regular general meetings of the Chamber membership shall be held (at least) quarterly at the time and place designated by the board. At least one week's notice of such meetings shall be given by e-mail, social media, phone, newspaper ad, website, or mail.

ARTICLE VII

MEMBER VOTING RIGHTS

1. Every member in good standing represented at any Chamber Meeting shall be entitled to one vote. Proxy votes are not authorized. Each such member shall designate a representative and alternate in writing.
2. Voting at meetings shall normally be by a show of hands, or if requested by paper ballot. Electronic, or online ballot may also be used. A roll call vote shall be taken, if requested, provided such request received approval of two-thirds of the members assembled.
3. The President or any Committee Chair shall have the right to vote at all meetings. In the event the vote on a motion results in a tie, the motion is lost.

ARTICLE VIII

ELECTIONS

1. The Directors elected from the Membership shall hold office until the new incoming Directors are sworn in.
2. In each year the Board shall fix a Nomination Day and an Election Day and shall notify the members 10 days in advance of the Nomination Day. There shall be no more than 13 months between elections.

- a. The Board shall appoint a Nominating Committee consisting of a Director and two Chamber members in good standing. The Nominating Committee shall prepare a slate of nominations and present it to the Board of Directors at least within one week after Nomination Day. **The Director shall be the chair of the committee.**
 - b. The Board may revise the slate of nominations in any particular and the report as approved shall be forwarded to each member of the Chamber at least 10 days before Election Day. Each member shall be entitled to make further nominations until the close of nominations on Nomination Day. The Board shall set the time of close of nominations on Nomination Day.
 - c. All nominations shall contain the consent of the member and be seconded by another member in good standing.
 - d. After the close of nominations on Nomination Day, the Nominating Committee shall review the nominations received. In the event that only one nomination has been made for any office, that person shall be declared duly elected.
 - e. The Nominating Committee shall prepare a ballot on which shall appear the name listed alphabetically of nominees for each office. Three scrutineers shall be appointed by the Nominating Committee collect completed ballots and tabulate the results of the voting on Election Day. At the close of voting, the Nominating Committee shall report the results of the Election and declare the results of the election. If there is a tie vote, the Nominating Committee shall draw lots.
3. The elected Directors may, at any time, call for the appointment of new Appointed Directors.
 4. The first board meeting after the AGM shall be an organizational meeting at which the elected directors will choose the Executive positions necessary to fill all offices of the Chamber. ~~Automatically, the outgoing President assumes the position of Past-President.~~

ARTICLE IX

BYLAWS

1. These bylaws shall not be rescinded, altered or added to except by special resolution at a Meeting of the Chamber. Members shall receive at least ten days' notice by e-mail, fax, phone, newspaper ad or mail specifying the date, time and place of General Meeting at which amendments will be proposed and such notice shall include a copy of proposed amendments.
2. If a majority of the members present at the Meeting vote in favor of the amendment(s), then the amendment(s) shall be deemed to have been passed.

ARTICLE X

AFFILIATIONS

1. The Chamber, at the discretion of the Board, shall have power to affiliate with the Canadian Chamber of Commerce, the Alberta Chambers of Commerce, or any other organization in which membership may be in the interest of the Chamber.

ARTICLE XI

FISCAL YEAR

1. The fiscal year of the Chamber shall commence on the first day of January in each year.

ARTICLE XII**REVIEWED FINANCIAL STATEMENTS**

1. The members present at the Annual Meeting shall appoint a professional accountant and they shall perform a review engagement upon the books and accounts of the Chamber at least once in each year. Reviewed financial statements shall be presented by the treasurer at each annual meeting and at any other time required by the Board.

ARTICLE XIII**PROCEDURES**

1. Parliamentary procedures in accordance with Robert's Rules of Order shall be followed at all meetings.

Article XIV**WETASKIWIN TRANSITION**

1. This article is intended to execute the merger between the Leduc Regional Chamber of Commerce and the Wetaskiwin Regional Chamber of Commerce. The Leduc Regional Chamber of Commerce to expand the Board from 13 to 16, to include 3 additional Wetaskiwin Regional Chamber of Commerce Board members with full voting rights, for a 2-year term, starting May 2018 and expiring May 2020. These Board members will be appointed by the Wetaskiwin Regional Chamber of Commerce Board and ratified by the Leduc Regional Chamber of Commerce Board at the first meeting after the Leduc Regional Chamber of Commerce AGM in May 2018.
2. Article 14 expires on the date of the AGM in May 2020.