

ONOWAY & DISTRICT CHAMBER OF COMMERCE BY-LAWS

(as of 18 January 2018)

ARTICLE 1 NAME & OBJECT

Section 1 The name of this organization shall be The Onoway & District Chamber of Commerce.

Section 2 The object of The Onoway & District Chamber of Commerce shall be to promote and improve trade, commerce and the economic, civic and social welfare of the district served by this organization.

Section 3 The usual place of meeting shall be the town of Onoway.

Section 4 The Onoway & District Chamber of Commerce shall be non-political and non-religious. The Chamber shall not lend its support to or work against any candidate for any public office.

ARTICLE 2 INTERPRETATION

Section 5 Wherever the words "the Chamber" occur in these by-laws, they shall be understood to mean the Onoway & District Chamber of Commerce as a body.

Section 6 Wherever the words "the Board of Directors" or "the Board" occur in these bylaws, they shall be understood to mean the Board of Directors of the Onoway & District Chamber of Commerce.

Section 7 Unless the context indicates otherwise, words indicating male persons include female persons, and words indicating female persons include male persons.

ARTICLE 3 MEMBERSHIP

Section 8 Any person directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the District, and who pays the membership fee and is approved by the Board of Directors, shall be eligible for membership in the Chamber, providing such candidate shall undertake, if admitted, to be governed by the bylaws and objectives of the Chamber.

- Section 9 Associations, Corporations, Societies or Partnerships, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District may become members of the Chamber.
- Section 10 At any general meeting of the Chamber, any member in good standing may propose any eligible person or organization as a candidate for becoming a member of the Chamber, providing such candidate shall undertake, if admitted, to be governed by the by-laws of the Chamber.
- Section 11 If such a proposal is carried by a majority of the members of the Chamber then present, such person or organization shall thenceforth be a member of the Chamber and shall have all the rights and be subjected to all the obligations of the other members.
- Section 12 Subject to payment of the annual membership dues, membership shall continue from the time of the admittance until a member has resigned in accordance with provisions of these by-laws or has been removed from the roll of members by action of the Board.
- Section 13 Any member of the Chamber, who intends to retire from the Chamber or to resign his membership, may do so, at any time, upon giving to the secretary ten days notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him at the time of such notice.
- Section 14 The Board of Directors may remove from the roll of members the name of any new member failing to pay his annual dues within thirty days of his admission, or any other member who fails to pay such dues within three months of the date they fall due. Upon such action by the Board of Directors, all privileges of membership shall be forfeited.

Section 15 Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of the Chamber. Such recognition shall be for a term of one year and may be repeated. Honorary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.

Section 16 Any members of the Chamber may be expelled by two-thirds vote of the Board of Directors for any cause that the Directors may deem reasonable. The member shall have the right to appeal the decision of the Board of Directors directly to the membership at the next general meeting. In the event of such an appeal, the decision of the majority of the general membership present at the general meeting shall be final.

ARTICLE 4 DUES AND ASSESSMENTS

Section 17 The annual membership fees payable by members of the Chamber shall be determined annually by the Board of Directors, subject to the approval of the general meeting whenever a change in the then current amount is involved.

Section 18 Payment of annual membership fees shall be due on January 1 each year.

Section 19 Other assessments may be levied against all members, providing they are recommended by the Board of Directors and approved by a majority of the members present at a general meeting of the Chamber. The notice calling such general meeting shall state the nature of the proposed assessment.

ARTICLE 5 OFFICERS AND BOARD OF DIRECTORS

Section 20 A president, vice president, secretary, treasurer and up to six other members shall be elected from among the members each year at the annual general meeting by ballot and shall form the Board of Directors. They shall remain in office for one year or until their successors shall be appointed. The retiring president shall be, *ex-officio*, a member of the Board of Directors.

- Section 21 Where a member of the Board of Directors dies or resigns his office or is absent from three consecutive meetings of the Board of Directors, the Board of Directors may, at any meeting thereof, elect a member of the Chamber to be a member of the Board of Directors, in the place of the member who had died or resigned or is absent.
- Section 22 Any officer or Board member may be suspended from his office or have his tenure of office terminated, if in the opinion of the Board of Directors he is grossly negligent in the performance of any of his duties, providing however, that any officer or Board members so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board of Directors directly to the Membership at the next general meeting.
- Section 23 The Board of Directors shall have the general power of administration and shall manage the affairs and business of the Chamber. In addition to the powers and authorities of these bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the Chamber and do all such lawful acts and things as are not prohibited by statute or by other provisions of these bylaws.
- Section 24 Any five (5) or more members of the Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.
- Section 25 The Board of Directors shall make such by-laws, rules and regulations as appear to it best adapted to promote the welfare of the Chamber and shall submit them for adoption, at a general meeting of the Chamber, called for that purpose.
- Section 26 The Board of Directors, or, at its request, the president, may appoint committees or designate members of the Board of Directors or of the Chamber or others, to examine, consider and report upon any matter or take such action as the Board of Directors may request.
- Section 27 The Board of Directors may suspend any committee chairperson from office or have his office terminated by the Board of Directors.

Section 28 No paid employee of the Chamber shall be a member of the Board or executive committee. Officers of the Chamber shall receive no remuneration for services rendered, but the Board of Directors may grant any of these said officers reasonable expense monies.

Section 29 The president and vice-president, before taking office, shall take and subscribe before the secretary an oath in the following form:

'I swear that I will faithfully and truly perform my duty as [President/ Vice-President]of the Onoway & District Chamber of Commerce, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as shall truly and conscientiously believe to be adapted to promote the objects for which the said Chamber was constituted according to the true intent and meaning of the same. So help me God".

Section 30 The meetings of the Board of Directors shall be held monthly and shall be open to all members of the Chamber, who may attend but may not take part in any of the proceedings. Additional meetings of the Board of Directors may be held at the call of the President. Board of Directors meetings may be held in person, or by telephone conference, email or other electronic means, or by any combination of these methods.

Section 31 No public pronouncement in the name of the Chamber may be made unless authorized by the Board of Directors or by some person to whom the Board of Directors has delegated this authority.

Section 32

The President shall:

- a. preside all meetings of the Chamber and Board of Directors;
- b. regulate the order of business at such meetings;
- c. receive and put lawful motions and communicate to the meeting what he/she may think concerns the Chamber;
- d. with the secretary, sign all papers and documents (with the exception of cheques) requiring signature on behalf of the Chamber, unless someone else is designated by the Board of Director; and
- e. present a general report of the activities of the year at the Annual Meeting.

Section 33

The vice-president shall act in the absence of the president and in the absence of both of these officers, the meeting shall appoint a chairman to act temporarily.

Section 34

The treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a chartered bank, trust company or Alberta Treasury Branch, selected by the Board of Directors. Out of such funds he shall pay amounts approved by the Board of Directors and shall keep a regular account of the income and expenditure of the Chamber and submit a statement thereof for presentation to the annual general meeting and at any other times required by the Board of Directors. He shall make such investments of the funds of the Chamber as the Board of Directors may direct.

Section 35 The secretary shall be the Executive Officer of the Chamber and shall be responsible to the Board of Directors for the general control and management of business and affairs. He shall be responsible for keeping the books of the Chamber, conduction of its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such other duties as properly pertained to this office. He shall, with the president, sign and when necessary, seal with the seal of the Chamber, of which he shall have custody, all papers and documents requiring signature or execution on its behalf. He shall maintain an accurate record of the proceedings of the Chamber and of the Board of Directors. At the expiration of his/her term of office, the secretary shall deliver to the Chamber all books, papers and other property of the Chamber.

ARTICLE 6 MEETINGS

Section 36 An annual general meeting of the Chamber shall be held in each year on the date and at the time and place determined by the Board of Directors. At least two weeks' notice of the annual meeting shall be given.

Section 37 General meetings of the Chamber shall be held at least quarterly. The date, time and place will be designated by the Board of Directors. At least two weeks' notice of such meetings shall be given.

Section 38 Special general meetings of the Chamber may be held at any time when summoned by the president, or requested in writing by any five (5) members of The Board of Directors, or any ten members of the Chamber. At least one-day notice of such meetings shall be given.

Section 39 Notice of all annual, general and special general meetings, naming the date, time and place of assembly, shall be given by the secretary. Notice may be given by newspaper advertisement, mail, fax, email, publication on any web site maintained by the Chamber, or any combination of these methods.

Section 40 At any annual or general meeting, the members in attendance shall be a quorum and, unless otherwise specifically provided by these bylaws, a majority of members present shall be competent to do and perform all acts which *are* or shall be directed to be done at any such meeting.

Section 41 Minutes of the proceedings of all annual, general, special general and board of directors meetings shall be entered in books to be kept for that purpose, by the secretary.

Section 42 The entry of such minutes shall be signed by the person who presides at the meetings at which they were adopted.

Section 43 All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge, upon reasonable notice to the secretary.

ARTICLE 7 VOTING RIGHTS

Section 44 Every member in good standing represented at any general meetings shall be entitled to one vote providing that the vote of an Association, Corporation, Society or Partnership, member shall, in each such case be assigned to individuals.

Section 45 Voting at Board or general meetings shall normally be by show of hand, or if requested by the Chairman, by standing vote. A roll call vote shall be taken if requested by five (5) members providing such request receives the approval of two-thirds of the members assembled.

Section 46 The presiding officer shall vote only in the case of a tie.

Section 47 Motions or amendments shall be carried at any Board or general meeting by a majority vote of those present unless otherwise provided in these bylaws.

ARTICLE 8 BY-LAWS

Section 48 By-laws may be made, repealed or amended by a majority of the members of the Chamber present at any general meeting, notice of such proposal having been given in writing by one member and seconded by another at a previous general meeting and duly entered as minutes of the Chamber.

Section 49 Such by-laws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control.

ARTICLE 9 FISCAL YEAR

Section 50 The fiscal year of the Chamber shall commence January 1 and end December 31 of the calendar year.

ARTICLE 10 BORROWING POWER

Section 51 The Board of Directors of the Chamber may, when deemed expedient:

- a. for the purpose of carrying out its objects, borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Chamber, and in no case shall debentures be issued without the sanction of a special resolution of the members;
- b. issue bonds or other titles of indebtedness or securities, and sell, purchase, mortgage or pledge the same; and
- c. mortgage its real property, or pledge or otherwise affect the movable property, or give all such guarantees, to secure payment of its loans or the carrying out of its obligations

ARTICLE 11 PROCEDURE

Section 52 Parliamentary procedure shall, so far as is reasonable in the circumstances, be followed at all general and Board meetings, in accordance with "Roberts Rules of Order", but a failure to comply strictly with such procedure is not, of itself, sufficient to invalidate the proceedings of the meeting concerned.

ARTICLE 12 WHERE CASES NOT PROVIDED FOR

Section 53 Where the Bylaws do not provide specific direction on a matter in issue, the Board of Directors shall act in a manner consistent with the purpose and objects of the Chamber and the existing by-laws.

ARTICLE 13 REVIEW OF BYLAWS

Section 54 These bylaws shall be reviewed annually at a General meeting.

Section 55 These By-Laws shall not be altered, amended, varied, or added to except by Notice of Motion.

Section 56 Any Notice of Motion must:

1. be given in writing at the General Meeting prior to the one at which it will be given consideration;
2. detail such alteration, amendment, variation, deletion, or addition;
3. be signed by the member presenting the Notice of Motion; and
4. receive a majority of two-thirds (2/3) of the voting members present at the Meeting at which it is given consideration.

These by-laws come into effect on the date of their final adoption. All previous by-laws are rescinded.

These by-laws were finally adopted at a General Meeting held on 18 January 2017.