

**BY-LAWS**

of the

**LETHBRIDGE CHAMBER OF COMMERCE**

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Be it enacted that the following By-laws of the Lethbridge Chamber of Commerce be adopted:

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***SECTION 1: DEFINITIONS AND INTERPRETATION***

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**Definitions**

- 1.1 In these By-laws and any amendments or supplements thereto, unless the context otherwise requires:
- a) "Act" means the Boards of Trade Act, R.S.C. 1985, c. B-6 and amendments thereto;
  - b) "Annual General Meeting" means the Annual Meeting of Members of the Chamber;
  - c) "Area" means that area within and for which the Chamber was established, as defined in the Certificate of Registration under the Act;
  - d) "Board" means the Board of Directors of the Chamber;
  - e) "By-laws" means these By-laws of the Chamber and amendments thereto;
  - f) The "Chamber" means the Lethbridge Chamber of Commerce;
  - g) "Director" means a member of the Board of Directors of the Chamber;
  - h) "Executive Committee" means the Executive Committee of the Chamber;
  - i) "Executive Officer" means the person employed by the Chamber to oversee the operations of the Chamber to implement the resolutions and directions of the Board;
  - j) "Fiscal Year" means the fiscal year of the Chamber commencing on July 1 and ending on June 30;
  - k) "Meeting of Members" includes a Quarterly Meeting, Annual General Meeting or a special meeting of the Members of the Chamber;
  - l) "Member" means an individual or organization that has been admitted as a Member of the Chamber in accordance with the Act and these By-Laws;
  - m) "Member in Good Standing" means a Member who is not in default of payment of its membership dues and/or any assessments levied pursuant to these By-laws and whose membership has not been, nor is in the process of being, terminated;
  - n) "Officer" means the Chair, Chair-Elect, and Vice Chair-Finance.
  - o) "Quarterly Meeting" means means the four (4) quarterly Meetings of Members in a calendar year that are required by the Act, each a "Quarterly Meeting".

## **Interpretation**

- 1.2 In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, and unincorporated organization.
- 1.3 Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

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## **SECTION 2: BUSINESS OF THE CHAMBER**

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### **Location of office**

- 2.1 The head or principal office of the Chamber shall be located in the City of Lethbridge, in the Province of Alberta, at such place therein as the Board may from time to time by resolution determine.

### **Corporate seal**

- 2.2 The Chamber may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Executive Officer shall be the custodian of the corporate seal.

### **Non-partisan/Non-sectarian**

- 2.3 The Chamber of Commerce shall be non-partisan and non-sectarian and shall not lend its support to any particular political party or to any candidate for public office.

### **Object of the Chamber**

- 2.4 The object of the Chamber shall be to promote and improve trade, commerce and the economic, civic and social welfare of the Area served by the Chamber.

### **Execution of documents**

- 2.5 Deeds, transfers, assignments, contracts, obligations, banking resolutions, cheques and other instruments in writing requiring execution by the Chamber shall be signed by two (2) persons, those persons being either any two (2) Officers of the Chamber, or any one (1) Officer of the Chamber and the Executive Officer. Any Officer may affix the corporate seal of the Chamber (if any) to any instrument. Any Officer may certify a copy of any instrument, resolution, By-law or other document of the Chamber to be a true copy thereof.

### **Banking arrangements**

- 2.6 The banking business of the Chamber shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Chamber and/or any other persons as the Board may by resolution from time to time designate, direct or authorize.

### **Auditor**

- 2.7 The Members shall, at the Annual General Meeting each year, appoint an auditor each year. In each year the appointed auditor shall conduct an annual audit of the accounts and financial statements of the Chamber. The auditor shall present its report of the Chamber for the preceding fiscal year to the Members at the Annual General Meeting. An appointed auditor may hold office for a period of up to 3 years, as determined by the Board. Any remuneration of the auditor shall be fixed by the Board.
- 2.8 The appointed auditor shall not be a member of the Board but can be a Member of the Chamber.

## **Budget and Finances**

- 2.9 The Executive Officer shall prepare an annual budget for the Chamber for each fiscal year. The budget shall be presented to the Executive Committee for review no later than May 31<sup>st</sup> and to the Board for approval no later than June 30<sup>th</sup>. Any expenditure provided for in the budget shall not require further approval of the Board.
- 2.11 The financial records and books of account shall be kept at the Chamber head office or such place or places as the Board determines.
- 2.12 The Chamber's financial records and books of account will be made available to any Member in Good Standing for viewing at the Chamber head office upon that member contacting the Executive Officer and arranging a time satisfactory to the Officer or Officers having charge of such books and records. Each member of the Board shall at all times have access to such books and records.

## **Powers of the Board**

- 2.13 The Board is the governing body of the Chamber and is responsible for managing the business affairs of the Chamber. In addition to the powers hereby expressly conferred on it, the Board shall have such powers as are assigned to it by any By-law of the Chamber to the extent such powers are not inconsistent with the provisions of the Act. This shall include the right of the Board to delegate any of its powers to the Officers of the Chamber, or to any other person so deemed or directed, and to revoke any such delegation. Without restricting the general powers of the Board described herein, the Board shall have the following specifically enumerated powers:
- a) Purchase or otherwise acquire for the Chamber any movable and immovable property, including land, and any rights or privileges to further the object of the Chamber;
  - b) Borrow money on the credit of the Chamber;
  - c) Issue, reissue, sell, pledge or hypothecate debt obligations of the Chamber;
  - d) Give a guarantee on behalf of the Chamber;
  - e) Invest and deal with any of the money or other assets of the Chamber which are not immediately required for the purpose of the Chamber, upon such security and in such manner deemed appropriate and, from time to time, to vary or realize upon such investments; and
  - f) Affiliate with the Canadian Chamber of Commerce, the Alberta Chambers of Commerce or any other organizations in which membership may be in the interest of the Chamber.

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## **SECTION 3: MEMBERSHIP IN THE CHAMBER**

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### **Conditions for membership**

3.1 Membership in the Chamber shall be available only to any person who is directly or indirectly engaged or interested in trade and commerce or the economic, civic and social welfare of the Area.

### **Register of Members**

3.2 The Chamber shall maintain a register of Members in the form prescribed by the Board. A Member, upon resignation or removal from membership, shall cease to be a Member of the Chamber and the name of such Member shall be removed from the register of Members.

### **Forms of membership**

3.3 There shall be the following forms of membership in the Chamber:

- a) General Membership;
- b) Honourary Membership.

#### **3.4 General Membership**

- a) Any person may apply for admission as a Member upon:
  - i) Providing written confirmation that it meets the membership condition of this By-Law and agrees to be governed by the By-laws of the Chamber; and
  - ii) Submitting a written application for membership with the applicable membership fee.
- b) General Membership shall continue from the time of admittance for a period of one (1) year from and including the month of admission, unless earlier terminated under these By-laws.
- c) Members who are not an individual shall designate, in writing, a primary representative to exercise the rights and privileges of the Member in the Chamber. Such designation may be changed by the Member from time to time in writing.

#### **3.5 Honourary Membership**

- a) Individuals who have distinguished themselves by some meritorious or public service may be elected Honourary Members by the Members upon two-thirds vote of those present at a Meeting of Members.
- b) Honourary Membership shall be for the life of such person, unless earlier terminated in accordance with these By-laws. Honourary Membership may be awarded posthumously.
- c) Honourary Members shall be exempted from payment of membership dues.
- d) Honourary Membership shall include all the privileges of General Membership, except that of holding office.

### **Termination and withdrawal of membership**

3.6 Membership in the Chamber is terminated when:

- a) the Member dies, or in the case of a Member that is an organization or corporation, the organization is disbanded or the corporation is dissolved;

- b) the Member fails to maintain any condition or requirement for membership described in these By-laws, which includes the failure to pay any and all applicable membership dues when and as required under these By-laws;
- c) the Member's term of membership expires and is not renewed;
- d) the Member withdraws from membership by providing ten (10) days written notice of such withdrawal to the Chair and satisfying any lawful liability outstanding against such Member on the books of the Chamber at the time of such written notice; or
- e) the Member is expelled in accordance with these By-laws or its membership is otherwise terminated in accordance with the Act or these By-laws.

Upon any termination of membership, the rights of the Member, including any rights in the property of the Chamber, automatically cease to exist.

### **Discipline of Members**

- 3.7 The Board shall have authority to suspend or expel any Member from the Chamber for any one or more of the following grounds:
- a) violating any provision of the By-laws or the written policies of the Chamber;
  - b) carrying out any conduct which may be detrimental to the Chamber as determined by the Board in its sole discretion;
  - c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Chamber.

In the event the Board determines that a Member should be expelled or suspended from membership in the Chamber, the Chair, or such other Officer as may be designated by the Board, shall notify the Member in writing of the determination and shall provide reasons for the suspension or expulsion. The Member may, within twenty (20) days of receiving the Board's notification, make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the suspension or expulsion. In the event no written submissions are received by the Chair, or such other Officer as may be designated by the Board, the Board may proceed to notify the membership that the Member is suspended or expelled from membership in the Chamber. If written submissions are received in accordance with this provision, the Board will consider such submissions and render a final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

### **Dues**

- 3.8 The Board shall establish the annual membership dues payable by Members of the Chamber.
- 3.9 Membership dues are non-refundable.
- 3.10 Members will be notified in writing of the membership dues at any time payable by them and, if any are not paid within two (2) calendar months of their due date the Members in default of payment shall automatically cease to be Members of the Chamber and their membership is deemed terminated.

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## **SECTION 4: MEETINGS OF MEMBERS**

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### **Quarterly Meetings of the Members**

- 4.1 In each calendar year the Chamber shall hold four (4) Quarterly Meetings of the Members, one of which shall be the Annual General Meeting.

### **Annual General Meetings of Members**

- 4.2 The Annual General Meeting of the Chamber shall be held in the month of September in each calendar year. At this meeting the following shall be put before the Members:
- a) the election of the Officers and Directors, as set out in the written policies of the Chamber;
  - b) the appointment of the auditor of the Chamber;
  - c) the annual report of the Chair;
  - d) annual financial statements and the auditor's report of the Chamber.

### **Special Meetings of the Members**

- 4.3 In addition to the Quarterly Meetings, the Board or a majority of Members of the Chamber may call a Special Meeting of the Members. In the event the Members requisition a Special Meeting of the Members, the Directors shall arrange for such meeting without delay.

### **Notice of Meetings of Members**

- 4.4 Notice of the time, date and place of a Quarterly, Annual or Special Meeting of Members will be given to each Member by mail or delivery to the last known address of each Member, by email to the last known email address of each Member, or by publication in the Chamber's electronic publication, any of which shall constitute proper and sufficient notice.
- 4.5 Notice of the Annual General Meeting shall be given to each Member during a period of not less than fourteen (14) days or more than fifty (50) days before the day of which the meeting is to be held. The notice period for any other Quarterly Meeting or a Special Meeting shall be not less than ten (10) days or more than fifty (50) days.

### **Quorum of Meetings of Members**

- 4.6 The quorum for a Meeting of Members shall be ten (10) Members.

### **Voting at Meetings of Members**

- 4.7 Each Member in Good Standing shall be entitled to one (1) vote. In the case of a Member who is not an individual, that member's vote must be cast by its designated representative.
- 4.8 Members shall not be entitled to vote by proxy.
- 4.9 Except as provided for herein, voting at Meetings of Members shall normally be by a show of hands, or, if requested by the chairperson, by a standing vote.
- 4.10 Any question coming before a Meeting of Members shall be decided by a majority of those present, subject to any contrary provision in the Act or in these By-laws. In case of an equality of votes, the Chair of the meeting shall have a casting vote.



### **Chair of the Meetings of Members**

- 4.11 The Chair of the Board shall chair all Meetings of the Members or, in the absence of the Chair, the Chair-Elect. In the event that the Chair and Chair-Elect of the Board are absent, any other Director chosen by the Board may preside.

### **Persons entitled to be present at Meetings of Members**

- 4.12 The only persons entitled to be present at a Meeting of Members shall be: the Members, the Directors (which include the Chair Chair-Elect and Vice-Chair, Finance), the Executive Officer, the auditor, and such other persons who are entitled or required under any provision of the Act or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting.

### **Meetings of Members held entirely by electronic means**

- 4.13 The Board may determine to hold a Meeting of Members entirely by telephonic, electronic, other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **Minutes of the Meetings of Members**

- 4.14 Minutes of the proceedings of all Meetings of Members shall be entered in the Chamber's books to be kept for that purpose by the Chair or the Chair's designate.
- 4.15 The Chairperson shall sign the minutes of all Meetings of Members.
- 4.16 The minutes of all Meetings of Members will be made available to any Member in Good Standing for viewing at the Chamber head office upon that member contacting the Executive Officer and arranging a time satisfactory to the Officer or Officers having charge of such books and records. Each member of the Board shall at all times have access to such books and records.

### **Rule of Order for Meetings**

- 4.17 Parliamentary procedure shall be followed at all Meetings of Members in accordance with Roberts Rules of Order.

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## **SECTION 5: BOARD OF THE CHAMBER**

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### **DIRECTORS**

#### **Number of Directors**

- 5.1 The Board shall be comprised of eleven (11) Directors:
- a) Three (3) Officers, consisting of Chair, Chair-Elect, Vice-Chair Finance; and
  - b) Eight (8) additional Directors.

#### **Qualification of Directors**

- 5.2 Directors must be individuals who are Members in Good Standing on the date of their nomination and, if elected, thereafter while serving as a member of the Board.

#### **Term of office of Directors**

- 5.3 Directors shall hold their offices until others are elected in their place, at the first Annual General Meeting of the next year or until they are removed from office or vacate it under these By-laws.

#### **Number of terms of office of Directors**

- 5.4 Each Director may only be re-elected to hold a maximum of 6 terms. A Director who has held office for the maximum term is not eligible to serve any further terms until a period of at least two (2) years has lapsed.

#### **Eligibility of Directors and Officers**

- 5.5 To be eligible for nomination as a Director, the nominee must be a Member in Good Standing for a minimum of twelve (12) months prior to the election, or in the case of a Member other than an individual, the designated representative of a Member in Good Standing in accordance with these By-laws.
- 5.6 To be eligible for nomination as an Officer, the individual nominee must have previously served at least two (2) years as a Director of the Chamber.
- 5.7 No employee of the Chamber shall be eligible to serve as a Director during his or her period of employment.

#### **Duties of Directors**

- 5.8 During each term of office, Directors shall attend no less than three (3) of the four regular meetings of the Board and no less than three (3) of the four the Quarterly Meetings.
- 5.9 During each term of office, Directors must join at least one (1) committee of the Chamber and attend its meetings.
- 5.10 Before starting the duties of their office, all Directors, including Officers, shall review the Code of Conduct for Board Members, the Conflict of Interest Policy and the Confidentiality Policy and each Director shall provide a signed acknowledgment that he/she will act in accordance with, and be governed by, these provisions.
- 5.11 At the expiration or earlier termination of office, all Directors, including Officers, shall deliver to the Chamber's head office all books, records and other property of the Chamber.

### **Failure to elect Directors**

5.12 In the event that Directors are not elected within the timelines specified in these By-laws in any calendar year, the Directors then in office shall remain in office until their successors are elected.

### **Vacancies of Directors**

5.13 Where a seat on the Board is vacant pursuant to Section 5.14 or Section 5.15 of these By-laws, the Board may at any of its meetings appoint a Member of the Chamber to fill such a vacancy. Any Director so appointed shall hold office until the next annual election of the Directors of the Chamber.

### **Automatic termination of Director's term in office**

5.14 The term of office of a Director shall be automatically terminated upon the happening of any of the following:

- a) the Director resigns by delivering a written resignation to the Chair, or where such resigning Director is the Chair, by delivering a written resignation to the Chair-Elect;
- b) on the death of the Director;
- c) if, pursuant to Section 5.15 herein, a resolution is passed at a Meeting of Members by two-thirds (2/3) of those present and entitled to vote that confirms the decision of the Board to remove the Director from office;
- d) the Director fails to meet the attendance requirements for Board and Member Meetings set in Section 5.8 of these By-laws, unless the Board has approved a request for leave of absence.

If the Director who is terminated under this provision is also an Officer, such Director's term of office as Officer shall likewise be automatically terminated.

### **Removal of Directors by Board**

5.15 The Board may remove any Director, which includes the Chair, Chair-Elect or Vice-Chair Finance, from office if such Director violates any provision of the By-laws or written policies of the Chamber, is negligent in the performance of their duties, or carries out any conduct that may be detrimental to the Chamber as determined by the Board in its sole discretion. A Director so suspended or removed may appeal such suspension or removal to the Members at the next Meeting of Members, at which time the Members may confirm the decision of the Board or reinstate such Director for the duration of their term of office.

### **Remuneration of Directors and Officers**

5.16 Directors and Officers shall not be remunerated for their services.

## **MEETINGS OF THE BOARD**

### **Number of Board Meetings**

5.13 There shall be a minimum of four (4) meetings of the Board during the months of September through June in each year to carry out its duties relating to the business of the Chamber.

### **Notice of Board Meetings**

- 5.14 Notice of the time, date and place of all Board meetings will be given to each Director by mail or delivery to the last known address of each Director, by email to the last known email address of each Director, or by publication in the Chamber's electronic publication, any of which shall constitute proper notice.
- 5.15 Notice of Board meetings shall be given to each Director during a period of not less than two (2) days and not more than fifty (50) days before the day of which the meeting is to be held.

### **Quorum of Meetings of Members**

- 5.16 The quorum for a Board meeting shall be six (6) Directors.

### **Voting at Meetings of Members**

- 5.17 Each Director shall be entitled to one (1) vote.
- 5.18 Directors shall not be entitled to vote by proxy.
- 5.19 Any question coming before a Board meeting shall be decided by a majority of those present, subject to any contrary provision in the Act or in these By-laws. In case of an equality of votes, the Chair of the meeting shall have a casting vote.

### **Chair of the Board meetings**

- 5.20 The Chair of the Board shall chair all Board meetings or, in the absence of the Chair, the Chair-Elect. In the event that the Chair and Chair-Elect of the Board are absent, any other Director chosen by the Board may preside.

### **Minutes of the Board meetings**

- 5.21 Minutes of the proceedings of all Board meetings shall be entered in the Chamber's books to be kept for that purpose by the Chair or the Chair's designate.
- 5.22 The Chairperson shall sign the minutes of all Board meetings.
- 5.23 Minutes of the Board meetings may be reviewed by any Member in Good Standing during normal business hours at the office of the Chamber.

### **Board Meetings held entirely by electronic means**

- 5.24 The Executive Committee may determine to hold a meeting of the Board entirely by telephonic, electronic, other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **Rule of Order for Meetings**

- 5.25 Parliamentary procedure shall be followed at all Board Meetings in accordance with Roberts Rules of Order.

## **COMMITTEES**

### **Standing committees**

5.26 There shall be the following standing committees of the Chamber:

- a) Executive Committee;
- b) Finance and Audit Committee;
- c) Nominating Committee;
- d) Governance Committee.

5.27 The Board may establish such other Standing Committees as it deems necessary or appropriate.

5.28 The Board shall determine the composition and charters for each Standing Committee, which shall be set out in the written policies of the Chamber.

### **Board committees**

5.29 The Board may from time to time appoint any committee, task force or other advisory body as the Board deems necessary.

5.30 The Board shall define the powers and duties of such committees as the Board deems advisable and necessary, and the Board shall appoint the Chairs of any such committees. All such committees shall be directly responsible to the Board and shall submit reports of their actions, findings and recommendations to the Board. No resolution or action by a committee shall be binding as or expressive of Chamber Policy without the approval of the Board. Any such committee may be disbanded by the Board and committee members may be removed by the Board.

5.31 The members and chairpersons of any such Board committee shall not be remunerated for their services.

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## SECTION 6: OFFICERS OF THE CHAMBER

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### Roles of Officers

- 6.1 Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, Officers of the Chamber shall have the following duties and powers associated with their positions:
- Chair. The Chair shall, subject to the authority of the Board, have general supervision of the affairs of the Board. The Chair acts as the chairperson at all Board meetings and Meetings of Members, and presents a general report of the preceding year's Chamber activities at the Annual General Meeting. The Chair shall be an ex-officio voting member of all committees except the Nominating Committee.
  - Chair-Elect. The Chair-Elect shall, in the absence or inability of the Chair, perform the duties and exercise the power of the Chair. The Chair-Elect shall have such other power and duties as the Board or Chair may specify.
  - Vice-Chair Finance. The Vice-Chair Finance ensures that the Chamber's accounting records are kept in compliance with the Act and has general supervision of the deposit of money, the safekeeping of securities and the disbursement of funds of the Chamber. The Vice-Chair Finance shall render to the Board whenever required an account of all transactions and of the financial position of the Chamber and shall submit an unaudited financial statement of the Chamber at each Executive Committee meeting. The Vice-Chair Finance shall also cause audited financial statements to be presented to the Membership at the Annual General Meeting. The Vice-Chair Finance shall have such other powers and duties as the Board or the Chair may specify.

### Oath of Office

- 6.2 The Chair, Chair-Elect and Vice-Chair Finance of the Chamber, before starting the duties of their office, shall, before any commissioner for oaths in and for the Area, take an oath or affirmation in the following form:

*"I swear that I will faithfully and truly perform my duty as [\*], and that I will, in all matters connected with the discharge of that duty, do all things and only such things as I truly and conscientiously believe to be adapted to promote the objects for which the Board was constituted according to the true intent and meaning of the same."*

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## **SECTION 7: DISPUTE RESOLUTION**

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### **Mediation and Arbitration**

7.1 In the event that a dispute or controversy among Members, Directors, Officers, or volunteers of the Chamber arising out of or related to the By-Laws, or out of any aspect of the operations of the Chamber is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, or volunteers of the Chamber as set out in the By-Laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators where the one party appoints one mediator, the other party (or if applicable the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial legislation governing domestic arbitrations in force in Alberta. The parties shall keep all proceedings relating to arbitration confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law. All costs of the arbitration shall be borne by such party(ies) as is determined by the arbitrator.

All costs of the mediators appointed in accordance with this provision shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this provision shall be borne by such parties as may be determined by the arbitrators.

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## **SECTION 8: GENERAL**

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### **Use of Chamber Name**

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

### **Indemnification**

8.2 Every Director or Officer of the Chamber or other person who has undertaken any liability on behalf of the Chamber, and their heirs, executors and administrators, shall, so long as they have acted honestly and in good faith at all times, be indemnified and saved harmless out of the funds of the Chamber from and against:

- all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability; and
- all other costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Chamber, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own willful neglect or default.

8.3 The Chamber shall purchase and maintain insurance for the benefit of its Directors and Officers and, to the extent possible, such other persons referred to in Section 8.2 of these By-laws against such liabilities and in such amounts as the Board may determine. Each year at the renewal of such policy the Board will review the policy to assure that adequate coverage is maintained.

### **Invalidity of any provision of these By-laws**

8.4 The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

### **Omissions and errors**

8.5 The accidental omission to give any notice to any Member, Director, Officer, or other person, or the non-receipt of any notice by any such person where the Chamber has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **Dissolution**

8.6 The Chamber may dissolve, as set out in the Act. If the Chamber is dissolved, any funds or assets remaining after discharging all debts and liabilities shall be paid to the Alberta Chambers of Commerce on the condition that such funds and/or assets shall be held in trust by the Alberta Chambers of Commerce to be used only for the future establishment of a regional Chamber of Commerce in the Lethbridge area; or such funds and/or assets may be paid to another organization for another purpose as approved by a majority resolution of the Members at a meeting duly convened for such purpose.



### **Executive Officer of the Chamber**

- 8.7 The Board shall employ an Executive Officer who will be the senior staff member and report directly to the Board, acting as secretary to the Board with responsibility for day-to-day operation of the Chamber and hiring of other Chamber staff. The Executive Officer, being a paid employee, is not a voting member of the Board of Directors but acts as an advisor to the Board on all matters.

### **Board Policies**

- 8.8 The Board may develop and amend policies, procedures and standards for the conduct of the affairs of the Chamber and of the Board, provided that such policies, procedures and standards or amendments thereof shall not be inconsistent with any law or any By-law of the Chamber. Board policies, procedures and standards may be made, amended, replaced or repealed by a majority of the Board present at any Board meeting called for that purpose.

### **By-laws**

- 8.9 Pursuant to the Act, the Board shall draft By-laws that reflect best practices in good governance for regulating the affairs and conduct of the Chamber. By-laws may be made, amended, or replaced by a majority of the Members in Good Standing present at any Meeting of Members called for that purpose. The By-law, amendment, or replacement shall immediately come into force following its adoption by such majority vote, and when so adopted, shall supersede all previous By-law and amendments thereto, which are thereby repealed. Such repeal shall not affect the previous operation of the previous By-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

***BY-LAWS APPROVED by the Board on June 25, 2020***