

BY-LAWS

of the

LETHBRIDGE CHAMBER OF COMMERCE

Previously Approved December 21, 2016

Presented Updates for April 24, 2019

PREAMBLE

Whereas the mission is that The Lethbridge Chamber of Commerce as “the Voice of Business” is a Convener for leaders of influence, Champion for a strong community, and a Catalyst for business growth to enhance a healthy economic and social environment in our region.

And whereas the objects of the Chamber shall be to promote the commercial, industrial, agricultural, social and civic welfare of the City of Lethbridge and surrounding district;

And Whereas the Members of the Chamber deem it expedient to enact the following By-laws;

now, therefore be it enacted that the following By-laws be adopted.

ARTICLE I INTERPRETATION

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 the 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 Officers together with all Directors appointed to serve on the Executive Committee, as provided herein;
- i) “Fiscal year” means the fiscal year of the Chamber commencing on July 1 and ending on June 30;
- j) “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;

- k) "General Meeting" means any meeting of the members of the Chamber, including the Annual General Meeting;
- l) "Meeting" means a meeting properly constituted in accordance with these By-laws, and shall include Executive Committee meeting, Board meeting and any standing or special committee meeting, wherever the acts or context so require;
- m) "Member" means a Member in Good Standing;
- n) "Member in Good Standing" means an eligible person who has paid the initial membership dues, has completed the application form, as well as those existing Members whose annual membership dues are paid within three (3) months of the anniversary date of the member's admission to the Chamber or upon subsequent payment of such dues;
- o) "Officer" means the President or Chair, Vice President or Chair-Elect, Vice President Finance or Vice Chair of Finance;
- p) "Person" shall have the meaning prescribed by the Business Corporations Act, R.S.A. 2000, c. B-9, as amended from time to time.

1.2 When construing these By-laws, reference shall be made to the Act. Words and expressions used in these By-laws shall have the same meaning as would be the case if used in that Act, unless the context otherwise requires.

1.3 Whenever in these By-laws the singular or masculine genders are used, the same shall include the plural and the feminine or a body corporate where the facts or context so require.

ARTICLE II BUSINESS MATTERS

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.

2.2 The seal, an impression of which appears in the margin below, shall be the corporate seal of the Chamber; provided however that the Board may by resolution from time to time adopt another seal as the seal of the Chamber.

2.3 No part of the income or assets of the Chamber shall inure to the personal profit of, or be paid or payable to, any member of the Chamber by reason only of his membership therein or by reason only of his position as Director or Officer of the Chamber.

2.4 Any profits which may accrue to the Chamber during the time it is in operation shall be used for the purposes of the Chamber as the Board may see fit. In the event of the winding up of the affairs of the Chamber, all the assets of the Chamber, after the payment of all outstanding accounts and other liabilities, shall be donated to a charity or nonprofit organization as determined by the Board.

2.5 The Board may, when deemed expedient:

- a) borrow money upon the credit of the Chamber;

- b) issue bonds or other titles of indebtedness or securities on behalf of the Chamber, and sell, purchase, mortgage or pledge the same;
- c) Hypothecate or mortgage its immovable property, or pledge or otherwise grant a security interest in its movable property, or give all such guarantees, to secure payment of its loans or the carrying out of the Chamber's obligations.

ARTICLE III MEMBERSHIP

3.1 Any reputable person directly or indirectly engaged or interested in trade and commerce or the economic, civic and social welfare of the area is eligible for membership in the Chamber.

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

- a) General Membership;
- b) Honourary Membership; and
- c) Retired Membership.

3.3 General Membership

- a) Any eligible person, providing such candidate shall have first tendered written application with the applicable fee and shall undertake to be governed by the By-laws of the Chamber;
- b) A candidate for membership in the Chamber shall have all the rights and be subject to all the obligations of a Member upon meeting the requirements of Sections 3.3(a)
- c) Membership shall continue from the time of admittance for a period of one (1) year from and including the month of admission or until a member has resigned in accordance with the provisions of these By-laws or has been removed from the roll of members by the Board;
- d) A Member who is not an individual shall designate, in writing, a representative to exercise the rights and privileges of the member in the Chamber, and such designation may be changed by the member from time to time in writing.

3.4 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 General Meeting at which notice of the election has been given.
- b) Honourary Membership shall be for the life of such person or may be awarded posthumously unless membership is revoked in accordance with the By-laws or the Honourary Life Member withdraws from membership by giving to the Chamber notice in writing of such intention. Honourary Members shall be exempted from payment of membership dues. Honourary Membership shall include all of the privileges of active membership, except that of holding office.

3.5 Retired Membership

- a) Any Member or representative of a Member previously active in Chamber affairs and who has retired from active business or professional life shall be eligible for retired membership;
- b) The provisions of Sections 3.3 a), b) and c) regarding General Membership shall apply *mutatis mutandis* to Retired Membership.

3.6 Any Member may withdraw from membership at any time by giving the Chamber ten (10) days written notice and upon discharging any lawful liability to the Chamber.

3.7 Any Member may be expelled by a motion approved by two-thirds of the members of the Board then present if just cause can be shown for their expulsion. An expulsion may be overturned by a motion approved by two-thirds of those Members present at a General Meeting. An expulsion shall be effective upon posting a written notice mailed to the Member's last known address as it appears on the records of the Chamber.

ARTICLE IV MEMBERSHIP DUES

4.1 The Board shall establish the annual membership dues payable by Members of the Chamber.

4.2 Other assessments may be levied against Members, provided such assessment is recommended by the Board and approved by a majority of the members present at a General Meeting at which prior written notice of the assessment has been given.

4.3 Membership dues shall be non-refundable.

ARTICLE V GOVERNANCE

5.1 The management and general power of administration of the business and affairs of the Chamber shall be vested in the Board, as the primary policy-making body of the Chamber, and the Board shall be competent to exercise all or any of the authorities, powers and discretion, and do all such acts and things as the Chamber is by law authorized to exercise and do. The Board shall, in addition to the powers hereby expressly conferred, have such powers as are assigned to it by any By-law of the Chamber.

5.2 The Board shall be comprised of:

- a) Executive Committee consisting of Chair, Chair-Elect, Vice Chair Finance and,
- b) Eight (8) additional Director positions, to include directors as defined by policy.

5.3 Directors and Officers 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.

5.4 The Board may appoint an Executive Officer as an employee of the Chamber who shall be accountable to the Board for the general day to day operation and management of the Chamber's administrative affairs, and shall perform such duties as are determined by the Board. The Executive Officer may be appointed or dismissed by the Board. The Executive Officer shall be an ex-officio non-voting member of all Committees of the Board.

5.5 Election of Directors and Officers

- a) There shall be a Nominating Committee whose chairperson shall be the Chair-Elect, and otherwise shall consist of the Vice Chair Finance and two (2) current members of the Board appointed by the Executive Committee from time to time.
- b) The Nominating Committee shall canvass Members and on or before March 20 in each year and shall present a report of individuals who have agreed to serve on the Board for the succeeding year as follows:
 - i. Chair-Elect (at least one);
 - ii. Vice Chair, Finance (at least one);
 - iii. Directors as set out herein;
- c) To be eligible for nomination, the nominee must be a Member in Good Standing, 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. A nominee must have previously served at least one (1) complete term as a Director to be eligible for nomination as an Officer.
- d) Elected members of the Board who have served three (3) consecutive two (2) year terms are ineligible for nomination, except for nomination to serve as an Officer.
- e) The report of the Nominating Committee shall be delivered to each Member prior to April 7 in each year accompanied by a nomination form approved by the Board. Any Member in Good Standing may nominate an individual to serve as an Officer, other than Chair, or as a Director, by completing the nomination form and delivering the same to the Executive Officer on or before April 20 in each year.
- f) The Executive Officer shall forthwith, after April 20 in each year, report the nominations for Officers and Directors to the Nominating Committee, and in any case where there is only one (1) nominee for a particular position, that nominee shall be declared to be elected.
- g) In the event that a ballot is necessary, the Executive Officer shall prepare ballots for each office and Board position requiring an election and shall electronically deliver to each member a ballot, and instructions regarding voting and returning a completed ballot on or before May 15 in each year.
- h) The Nominating Committee shall cause the ballots to be counted no later than May 31, and shall report the results to the Board. The nominee for each office with the highest number of votes shall be declared to be elected, and the nominees for Director with the highest number of votes shall be declared to be elected. In the case of a tie vote, the Chair shall have a second or casting vote

- 5.6 The term of elected Officers and Directors shall commence on July 1 and end on June 30.
- 5.7 The Chair and any elected Officer, Director or committee chairperson may be suspended from his office or have his tenure of office terminated on a motion approved by two-thirds of those entitled to vote at a meeting of the Board, if it is determined that such individual:
- a) has failed to attend three (3) consecutive meetings of the Board, unless the Board has approved a request for leave of absence;
 - b) has been grossly negligent in the performance of his duties;
 - c) has ceased to be a Member in Good Standing or, in the case where the individual is the designated representative of a member other than an individual, that member has ceased to be a Member in Good Standing; and
 - d) has become bankrupt or, in the case where the individual who is the designated representative of a member other than an individual, that member has become bankrupt.
- 5.8 No employee of the Chamber shall be a member of the Board. Officers and Directors of the Chamber shall receive no remuneration for services rendered, except for reimbursement of reasonable expenses.
- 5.9 Should a vacancy occur in the position of Chair, the Chair-Elect shall fill that position, and should a vacancy occur in the position of Vice Chair, Finance Chair or Director, as defined by policy, a candidate shall be selected by the Nominating Committee and upon ratification by the Board, shall assume that position until the last day of the month following the next Annual General Meeting.
- 5.10 Any Officer or Director may resign from his position by giving written notice thereof to the Chamber.

ARTICLE VI DUTIES OF OFFICERS AND DIRECTORS

- 6.1 The duties of the Officers and Directors shall be such as may be required by law, as are indicated by the title of the Officers by these By-laws, and as may be assigned to them respectively by the Board from time to time.
- 6.2 The Chair shall preside at all General Meetings of the Chamber and at meetings of the Board. The Chair shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what he or she may think concerns the Chamber. It shall be the duty of the Chair to present a general report of the activities of the year at the Annual General Meeting. The Chair shall be an ex-officio voting member of all committees except the Nominating Committee. The Chair shall have the right to assign the chair to the Chair-Elect for any meeting or portion thereof, allowing him/her the opportunity to enter the floor for the purpose of making motions or amendments to the motions.
- 6.3 The Executive Officer shall be responsible for keeping the minutes and books of the Chamber, retaining copies of all official documents and shall perform all such other duties as properly pertain to the office. The Executive Officer shall be responsible for the seal of the Chamber.

The Executive Officer shall maintain records of the proceedings of the Chamber and the Board. The Executive Officer shall maintain a policy manual containing the policies of the Chamber and the amendments thereto.

- 6.4 The Vice Chair, Finance shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a financial institution(s) selected by the Board. Out of such funds he or she shall pay amounts authorized by the Chamber Budget or approved by the Board and shall keep regular account of the income and expenditures of the Chamber and shall submit an unaudited financial statement thereof for presentation at each meeting of the Executive Committee, to each meeting of the Board and at any other time required by the Board. 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 make such dues of the funds of the Chamber as the Board may direct, provided that such dues shall be in financial institutions approved by the Board.
- 6.5 Directors will be required to prepare for and attend at least 80 per cent of all regular meetings of the Board to consider, discuss and make policy for the Chamber as well as assist in the administration of Chamber business and serve on and contribute to any committees of the Chamber as the need arises.
- 6.6 A Director must join a committee of the Chamber and attend its meetings.
- 6.7 It shall be the duty of each Director who has any material interest in any matter under consideration by the Board or a committee of the Chamber to fully disclose his or her interest therein and to refrain from voting on the matter.
- 6.8 At the expiration of office, all members of the Board shall deliver to the Chamber all books, records and other property of the Chamber.

ARTICLE VII COMMITTEES

- 7.1 There shall be the following standing committees of the Chamber:
 - a) Executive Committee;
 - b) Audit Committee;
 - c) Nominating Committee, and
 - d) Such other standing committees as the Board may establish.
- 7.2 The Executive Committee consists of the Chair, Chair-Elect, and Vice Chair Finance. Quorum for the Executive Committee is two (2) members.
- 7.3 The Executive Committee or the Board may establish committees or designate members of the Chamber or others to examine, consider and report upon any matter or take such action as the Executive Committee or the Board may request.
- 7.4 The Chair shall appoint the chairperson of all standing and special committees. Members of the Chamber may join any committee, other than the Executive Committee, subject to ratification by the Executive Committee.

- 7.5 The Board shall approve the mandate and the projects and unbudgeted expenditures proposed by all committees of the Chamber.
- 7.6 Each committee chairperson shall be responsible for keeping the Board informed of the committee's activities.
- 7.7 The Board may discontinue any committee, other than the standing committees.
- 7.8 A committee member (including the chairperson) may be removed by a resolution of the Board at any time where the committee member:
- a) has failed to attend three (3) consecutive committee meetings without prior notice having been received by the Executive Officer;
 - b) has been grossly negligent in the performance of his duties;
 - c) has ceased to be a Member in Good Standing or, in the case where the individual is the designated representative of a member other than an individual, that member has ceased to be a Member in Good Standing; or
 - d) has become bankrupt or, in the case where the individual is the designated representative of a member other than an individual, that member has become bankrupt.
- 7.9 Committee members and chairpersons shall receive no remuneration for services rendered, except reasonable expense monies.
- 7.10 The Audit Committee shall consist of the Vice Chair, Finance, acting as its chairperson and Members in Good Standing.

ARTICLE VIII MEETINGS OF MEMBERS

- 8.1 There shall be a minimum of four (4) General Meetings of the Chamber (including the Annual General Meeting) in each year.
- 8.2 The Annual General Meeting of the Chamber shall be held in the month of September in each year at the time and place determined by the Executive Officer.
- 8.3 A General Meeting may also be convened by any five (5) members of the Board or by any ten (10) Members in Good Standing in substantially the same manner as meetings which are convened by the Board, including the provisions herein as to notice.
- 8.4 Notice of all General Meetings, naming the time and place, and signed by the Executive Officer or the Chair will be given to each Member to the last known address of each Member, emailed to the last known email address of each Member, or published in the Chamber's electronic publication, shall constitute sufficient notice.
- 8.5 The notice period for the Annual General Meeting shall be not less than fourteen (14) days or more than fifty (50) days. The notice period for any other General Meeting shall be not less than three (3) days or more than fifty (50) days.
- 8.6 The quorum for a General Meeting shall be ten (10) Members.

- 8.7 Any question coming before a General Meeting shall be decided by a majority of those present, subject to any contrary provision in the Act.
- 8.8 At any General Meeting, the Chair shall act as Chairperson. The Chair-Elect shall act in the absence of the Chair and in the absence of these officers; the meeting shall appoint a Chairperson to act temporarily.
- 8.9 Minutes of the proceedings of all General Meetings shall be entered in books to be kept for that purpose by the Chair, or his designate.
- 8.10 The Chairperson shall sign the minutes of all General Meetings.
- 8.11 All minutes of General Meetings shall be open during normal business hours at the office of the Chamber to any Member, in good standing, free of charge.
- 8.12 Parliamentary procedures shall be followed at all meetings in accordance with the most current edition of Robert's Rules of Order.

ARTICLE IX MEETINGS OF THE BOARD

- 9.1 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.
- 9.2 Notice of all Board meetings, naming the time and place and signed by the Executive Officer or the Chair, will be given to each Director to the last known address of each Director, e-mailed to each Director at the last known e-mail address of each Director, or published in the Chamber's electronic publication, shall constitute sufficient notice.
- 9.3 The notice period for a Board meeting shall be not less than two (2) days, or more than 50 days.
- 9.4 The quorum for meetings of the Board shall be six (6).
- 9.5 Any question coming before the Board shall be determined by a majority of those present.
- 9.6 At any Board Meeting, the Chair shall act as Chairperson. The Chair-Elect shall act in the absence of the President and in the absence of these officers; the meeting shall appoint a Chairperson to act temporarily.
- 9.7 Minutes of the proceedings of all Board Meetings shall be entered in books to be kept for that purpose by the Chair, or his designate.
- 9.8 The Chairperson shall sign the minutes of all Board Meetings.
- 9.9 All minutes of Board Meetings shall be open during normal business hours at the office of the Chamber to any Member in Good Standing, free of charge.
- 9.10 Subject to any contrary provision of the Act or these By-laws, parliamentary procedures shall be followed at all meetings in accordance with the most current edition of Robert's Rules of Order.

ARTICLE X VOTING RIGHTS

- 10.1 Every General Member, Honourary Member and Retired Member represented at any General Meeting shall be entitled to one vote.
- 10.2 The vote of a Member in Good Standing other than an individual at any General Meeting must be cast by its designated representative.
- 10.3 Members shall not be entitled to vote by proxy.
- 10.4 Except as provided for herein, voting at meetings of the Board or General Meetings shall normally be by a show of hands, or, if requested by the chairperson, by a standing vote. A vote by ballot shall be taken if requested by ten (10) or more Members in Good Standing present at the meeting.
- 10.5 Motions at any meeting shall be decided by a majority vote unless otherwise provided in these By-laws.
- 10.6 The chairperson of any meeting shall have a casting vote.
- 10.7 In the case where a vote is required in a timeline that cannot be met by the normal occurrence of a board meeting, the use of email voting can be utilized under the following parameters;
 - 10.7.1 The resolution does not involve the use of any unbudgeted funds;
 - 10.7.2 The resolution is in alignment with our strategic goals and mission of the Chamber;
 - 10.7.3. Information is sent to the Board providing sufficient detail to permit each Board member to make an informed decision;
 - 10.7.4 The Executive Committee has the authority to ascertain whether or not the email vote can be used; and
 - 10.7.5 The resolution is not one which amends or contravenes these By-laws or the existing policies of the Chamber.

ARTICLE XI BY-LAWS

- 11.1 The Board shall draft such By-laws as appear best adapted to promote the welfare of the Chamber, and shall submit them for adoption at any General Meeting in accordance with these By-laws.
- 11.2 By-laws may be made, replaced or amended by a majority of the Members in Good Standing present at any General Meeting called for that purpose and where notice of such proposal has been given in writing in accordance with the provisions of giving notice of a General Meeting.

ARTICLE XII POLICIES

- 12.1 The Board may enact such policies of the Chamber as appear best adapted to promote and advance the mission of the Chamber.
- 12.2 Policies of the Chamber may be made, replaced or amended by a majority of the Board or by a majority of the Members in Good Standing present at any General Meeting, provided 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.

ARTICLE XIII AFFILIATION

- 13.1 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 organizations in which membership may be in the interest of the Chamber.

ARTICLE XIV FISCAL YEAR

- 14.1 The Fiscal Year of the Chamber shall commence on the first day of July in each year and end on the last day in June in each year.

ARTICLE XV AUDITORS/ACCOUNTANTS

- 15.1 The Board shall appoint auditors and such Auditor shall audit the books and accounts of the Chamber at least once in each year.
- 15.2 The Auditor shall not be a member of the Board but can be a member of the Chamber.

ARTICLE XVI FINANCIAL

- 16.1 The Executive Officer shall prepare and the Executive Committee shall review the budget, for approval by the Board no later than one (1) month following the beginning of the Fiscal Year. Any expenditure provided for in the budget shall not require further approval of the Board.
- 16.2 An audited financial statement for the preceding fiscal year shall be presented to the membership for approval at the General Meeting, pursuant to Article 7.04, within four (4) months of the fiscal year end. The auditor appointee, pursuant to Article 16.01, shall, at the said General Meeting, present his report on the audit or review of the books and accounts.
- 16.3 The Books of Account shall be kept at the Head Office or such place or places as the Board shall think fit.
- 16.4 The Books of Account and financial records of the Chamber may be inspected by any Member in Good Standing at any time upon giving reasonable notice 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.
- 16.5 The Board shall cause true accounts to be kept of the sums of money received and expended by the Chamber and the matter in respect of which said receipts and expenditures

take place, of all sales and purchases of property by the Chamber and of assets and liabilities of the Chamber.

ARTICLE XVII MISCELLANEOUS

- 17.1 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.
- 17.2 The Chamber of Commerce shall be non-sectarian and shall not lend its support to any particular political party or to any candidate for public office.

ARTICLE XVIII SIGNING AUTHORITY

- 18.1 Except as otherwise determined by the Board, all deeds, contracts, banking resolutions, cheques and other instruments shall be signed on behalf of the Chamber by any two (2) members of the Executive Committee. Members of the Executive Committee only may affix the seal of the Chamber to any instrument requiring same.

ARTICLE XIX PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 19.1 Every Director and Officer of the Chamber in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interest of the Chamber and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 19.2 Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Chamber through the insufficiency or deficiency of title to any property acquired for or on behalf of the Chamber, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Chamber shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Chamber shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto.
- 19.3 The Chamber shall indemnify a Director or Officer, a former Director or Officer, and his heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Chamber, if
- a) he acted honestly and in good faith with a view to the best interests of the Chamber; and
 - b) in case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Chamber shall also indemnify such person in such other circumstances as the applicable law permits or requires. Nothing in this By-law shall limit the right of any person

entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

- 19.4 The Chamber may purchase and maintain insurance for the benefit of its Directors and Officers as such against any liability incurred by them as the Board may from time to time determine.

ARTICLE XX EFFECTIVE DATE

- 20.1 These revised By-laws take effect after approval at a General Meeting of the Chamber and have been approved by Industry Canada – Corporations Canada.