

BY-LAWS OF THE

FORT SASKATCHEWAN & DISTRICT

CHAMBER OF COMMERCE

June 1, 2011

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FORT SASKATCHEWAN & DISTRICT CHAMBER OF COMMERCE

BY-LAWS

WHEREAS:

The Fort Saskatchewan & District Chamber of Commerce (herein referred to as "the Chamber") is a body corporate incorporated under the provisions of a federal statute, being the Board of Trade Act RSC 1985, c. B-6;

Section 22 of the Act permits the majority of the members of the Chamber present at any General Meeting of the Chamber to make by-laws and regulations for the government of the Chamber;

NOW THEREFORE BE IT RESOLVED this is a resolution of the majority of the members of the Chamber that the following By-laws be adopted:

ARTICLE I – INTERPRETATION

1.01 DEFINITIONS

- a) The name of the Corporation shall be "The Fort Saskatchewan & District Chamber of Commerce", hereinafter referred to as "the Chamber".
- b) "The Board," as set out in these By-laws, shall be understood to mean "the Board of Directors of the Fort Saskatchewan and District Chamber of Commerce."

1.02 OBJECTS

- a) The Chamber shall be non-sectional, non-sectarian and politically non-partisan.
- b) The Chamber shall be governed by the Board of Directors of the Chamber.
- c) The objects of the Chamber are:
 - i. to initiate and promote objectives for the City of Fort Saskatchewan business owners and economic and social progress within the community;
 - ii. to effectively express the views of the business community on matters of local, provincial and federal importance;
 - iii. to provide leadership that will give business a strong collective voice;
 - iv. to promote a greater understanding and appreciation of the economic system of the City of Fort Saskatchewan and districts and the importance of unity; and
 - v. to encourage and support business exchange and development between and amongst its members.
- d) The usual place of meeting shall be in the City of Fort Saskatchewan, in the province of Alberta or such other places as the Board or members, shall from time to time, decide.
- e) The Head Office of the Chamber shall be located in the City of Fort Saskatchewan.

1.03 **RULES OF ORDER** – “Robert’s Rules of Order” shall be followed at all General and Board Meetings.

ARTICLE II – MEMBERSHIP

2.01 **ELIGIBILITY** – Every person resident in the district with respect to which the Chamber was incorporated, who is or has been a merchant, broker, trader, mechanic, manufacturer, manager of a bank or insurance agent or is recommended by the Board of the Chamber at any General Meeting of the Chamber, is eligible to become a member of the Chamber.

2.02 **APPLICATION** – Membership in the Chamber shall require presentation of a signed application and an agreement to abide by the provisions of these By-laws and any amendments made thereto. Upon approval of the application by the majority of the Board, the applicant shall become a member of the Chamber.

2.03 **DESIGNATION OF RIGHTS** – A member shall designate in writing a person, or persons, to exercise the rights and privileges of the Chamber and such designation may be changed from time to time in writing. Such designations shall be limited to one person for the basic minimum fee paid, together with an additional person for an additional fee who shall be recognized as an associate member.

2.04 **BENEFITS** – Every member of the Chamber who is in good standing shall be entitled to the benefits of membership in the Chamber.

2.05 **GOOD STANDING** – A member is in good standing if the member is:
a) current in the payment of all dues, fees or levies of the Chamber; and
b) is not subject to cancellation pursuant to these By-laws.

2.06 **REGULAR PUBLICATION** – All members shall be entitled to receive the regular publications of the Chamber.

2.07 **BOOKS** – All books of the Chamber shall be opened at all reasonable hours to any member of the Chamber, free of charge.

2.08 **SUBSCRIPTIONS**

- a) The subscription dues payable by all members shall be determined by the Board.
- b) The subscription dues of members shall be payable on admission to membership and thereafter annually on such day in each calendar year as may be determined by the Board.
- c) Should any member fail or refuse to pay annual subscription dues within a period of ninety (90) days after the same are due and payable, the membership of such member may be terminated or suspended by the Board or conditionally restored by the Board, in its discretion and upon such terms as it deems proper. Upon such termination by the Board, all privileges of membership shall be forfeited.

- 2.09 **HONORARY MEMBERSHIP** – The Board shall have the power to award honorary membership in the Chamber to any person or member selected for such period of time as the Board may determine. Such honorary membership may be exempted from the payment of any membership fees as prescribed by the Board.
- 2.10 **TERMINATION OF MEMBERSHIP** – The membership of any member may be terminated by a majority vote of the members of the Board at any meeting of the Board provided that:
- a) the Board shall find, in a majority vote, that such membership is detrimental to the best interests of the Chamber;
 - b) such member shall have had an opportunity, upon notice of thirty (30) days from the Board, to show cause to the Board why such membership should not be terminated. Upon termination, any dues paid for the current year shall be refunded on a pro rata basis.
- 2.11 **RESIGNATION OF MEMBERSHIP** – Any member may resign from the Chamber at any time upon written notice to the President; however, such resignation shall not relieve the member from any dues, fees or obligations that may be owed. No rebate or refund to alter the said fees shall be given.

ARTICLE III – MEETINGS OF MEMBERS

- 3.01 **TYPES OF MEETINGS** – Meetings shall consist of:
- a) “Annual Meeting” held once a year as prescribed by these Bylaws;
 - b) “General Meetings” to which all the Members are called; and
 - c) “Special Meetings” called to deal with specific matters;
- 3.02 **ANNUAL MEETING** – The Annual Meeting of the Chamber shall be held at the time and place decided upon at a preceding Annual Meeting or as determined by the Board at a date no later than twelve (12) months after the last Annual Meeting. In addition to other business transacted at an Annual Meeting, the following shall occur:
- a) the members will appoint an accountant for the upcoming fiscal year;
 - b) the members will elect the members of Board; and
 - c) where appropriate, past acts of the Board may be confirmed by the members.
- 3.03 **NOTICE OF ANNUAL MEETING** – Notice of the Annual Meeting shall be sent by the Board to each member at least thirty (30) days in advance thereof.
- 3.04 **AGENDA OF ANNUAL MEETING** – No subject or question may be discussed at an Annual Meeting:
- a) unless notice of such subject or question has been submitted by a Chamber member in writing to the President at least thirty (30) days before the Annual meeting; or
 - b) unless it has emanated from the Board or the Executive Committee and been submitted to the Chamber members at least thirty (30) days before the Annual

meeting.

- 3.05 **APPOINTMENT OF AUDITOR** – The books, accounts and records of the Secretary-Treasurer will be audited at least once each year by a duly qualified accountant who shall be appointed by the members present at the Annual Meeting.
- 3.06 **MEETING AGENDA** – The Board shall determine what subjects or questions should be considered and acted upon by the Chamber, and shall determine the agenda to be submitted to each General or Special Meeting. However, any member may bring forward at any General or Special Meeting any other subject or question falling within the terms of this paragraph if supported by a majority of the votes validly cast by the members, and, furthermore, by a majority of the votes validly cast, may cause such subject or question to be referred to the Board for action.
- 3.07 **GENERAL MEETINGS** – General Meetings of the Chamber shall be held at least quarterly at the time and place designated by the Board. At least one weeks' notice of such meetings shall be given.
- 3.08 **SPECIAL MEETINGS** – Special Meetings of the Chamber may be called by the President, the Board, the Executive Committee, or upon the written request of ten percent (10%) of the Chamber members. Notice of Special Meetings and the agenda therefore shall be sent to each member at least fourteen (14) days in advance thereof.
- 3.09 **ATTENDANCE** – All members shall be entitled to attend all General, Annual and Special Meetings of the Chamber. They shall have the privileges of the floor at such meetings, subject to the rules governing such meetings.
- 3.10 **KEEPING OF MINUTES** – Minutes of the proceedings of General, Annual and Special meetings shall be entered into the books to be kept for that purpose.
- 3.11 **VOTING AT MEETINGS**
- a) Every Chamber member in good standing represented at any Annual, General or Special Meeting shall be entitled to one vote.
 - b) No one other than the Chamber member shall be entitled to vote, introduce or second motions.
 - c) Voting at Annual, General or Special Meetings shall be by a show of hands, or, if requested by the President, by a standing vote. A vote by roll call shall be taken if requested by five (5) members and if such request receives the approval of the majority of the votes cast by a show of hands or by a standing vote.
 - d) Unless otherwise provided in these By-laws, no motion or amendment shall be carried at any Annual, General or Special Meeting unless it receives the majority of the votes cast.
- 3.12 **QUORUM** – Twenty (20) Chamber members shall constitute a quorum at any Annual, General or Special Meeting.

ARTICLE IV – BOARD OF DIRECTORS

- 4.01 **POWERS OF THE BOARD** – The Board shall be the governing body of the Chamber and shall have the powers and duties as determined by law, including those described in the governance documents approved by the Board, as may be amended from time to time.
- 4.02 **COMPOSITION OF THE BOARD** – The Board shall be composed of:
- a) Four (4) members of the Board serving in an Officer capacity being President, Vice President, Secretary-Treasurer and Immediate Past President.
 - b) A minimum of seven (7) additional elected Board members.
- 4.03 **NOMINATION & ELECTION** – The Nominating Committee of the Board shall prepare a slate for the appropriate number of Board members who shall sit on the Board. This slate, so prepared, shall be sent to the Chamber members at least thirty (30) days before the Annual Meeting. Chamber Members may submit additional nominations to the President. The election of Board shall be by majority vote of the members in good standing present at the Annual Meeting.
- 4.04 **TERM OF OFFICE** – The term of office for each Board member shall begin with their election and continue for two (2) years or until their successors have been duly elected at a Annual Meeting, with the following exceptions:
- a) The President shall be elected for a one-year term and will serve as Past-President in the year following his or her presidential term.
- 4.05 **REMOVAL OF BOARD MEMBERS** – Any member of the Board may be removed from office if, in the opinion of a two-thirds majority of all Board members at a Board Meeting duly called for the purpose, the Board member fails to adhere to the governance policies prescribed by the Board and does not adhere to such policies within ten (10) days after written notification from the Board of such non-adherence. Any Board member whose tenure in office has been terminated shall be at liberty to appeal the decision of the Board directly to the membership at the next General Meeting.
- 4.06 **TERMINATION OF OFFICE** – A Board member shall cease to hold office effective with the passage of a Board motion; or upon receipt by the Board of notice of his or her resignation; or upon the death of such Board member.
- 4.07 **VACANCIES**
- a) The Board shall remain properly constituted notwithstanding one or more vacancies. The Board can carry on in the absence of the one (1) Board position being filled.
 - b) Should a vacancy occur within any Board position, selection shall be by way of the Nominating Committee and ratified by a majority vote of the Board. Members filling vacated positions shall fulfill the remainder of the term carried over from the immediate predecessor.

- 4.08 **GOOD STANDING** – The Board shall be comprised of members in good standing.
- 4.09 **REMUNERATION** – No member of the Board shall be paid any remuneration.
- 4.10 **DUTIES OF BOARD MEMBERS** – The duties of Board members shall be such as may be required by law, as are indicated in these By-laws, and as may be assigned to them respectively by the Board from time to time.
- 4.11 **DUTIES OF PRESIDENT** – The President shall preside over all meetings of the Chamber and all meetings of the Board and the Executive Committee and shall be ex-officio member of all other committees. Subject to the direction of the Board, the President shall exercise such authority and perform such duties as the Board shall from time to time prescribe.
- 4.12 **DUTIES OF VICE-PRESIDENT** – The Vice-President of the Board generally shall assist the President of the Board and, in the absence of the President, shall preside at meetings and otherwise perform the duties of the President.
- 4.13 **DUTIES OF SECRETARY-TREASURER** – The Secretary-Treasurer shall be the custodian of the funds of the Chamber. The Secretary-Treasurer shall cause to be deposited with a chartered bank selected by the Board all moneys received. No moneys shall be withdrawn there from without the signature of the Secretary-Treasurer or other person(s) designated by the Board to perform this duty, as per Section 6.03. The Secretary-Treasurer shall report annually to the Chamber on its financial standing and perform such other duties as are customary for this office or as may be directed by the Board.
- 4.14 **CONFLICT OF INTEREST** – It shall be the duty of each Board member who has any material interest in any matter under consideration by the Board to fully disclose his interest therein and to refrain from voting on the matter. No Board member shall enter into any business interest with the Chamber except on a competitive basis and, having declared any interest therein, he shall refrain from voting thereon.
- 4.15 **RETURN OF CHAMBER PROPERTY** – At the expiration of office, all Board members shall deliver to the Chamber, all books, records and other property of the Chamber.
- 4.16 **EXECUTIVE DIRECTOR** – The Board may appoint an Executive Director, who shall be accountable to the Board for the general day-to-day operation and management of the Chamber’s administrative affairs and whose duties shall be as described in these By-laws and as set by the Board.
- 4.17 **RECORD KEEPING** – The Board, or a designate appointed by the Board, shall maintain an accurate record of the proceedings of the Chamber and the Board, keep the books of the Chamber, and retain copies of all official documents. The Board, or a designate appointed by the Board, shall also maintain a policy manual setting out the policies of the Chamber and amendments thereto.
- 4.18 **MEETINGS OF THE BOARD**

- a) There shall be held each year at least eight (8) meetings of the Board.
- b) Additional meetings of the Board shall be called by the Executive Director at the request of the President of the Board or at the written request of any five (5) members of the Board.
- c) Meetings may be held by teleconference, in person or by any means of technology.
- d) Notice of Board meetings shall be sent to each member of the Board at least seven (7) days in advance thereof over the name of the Executive Director.
- e) The meetings of Board shall be open to all members of the Chamber who may attend those meetings, but not take part in any proceedings thereat. Such persons may speak with the permission of the President. However, only members of the Board shall be entitled to vote or introduce or second motions at these meetings. Each Board member is authorized to exercise one (1) vote.

4.19 **QUORUM** – Five (5) Board members shall constitute a quorum at meetings of the Board. Each matter before the Board, unless otherwise specified in these By-laws, shall be decided by a majority of the votes cast on the matter.

4.20 **COMMITTEES OF THE BOARD** – The Board shall have the power to appoint by resolution such committees as it may deem advisable, and to delegate matters to such committees or to Chamber administrative staff with such instructions and upon such conditions as the Board may determine.

4.21 **INDEMNITIES TO BOARD MEMBERS AND OTHERS** – Every Board member of the Chamber or other person who has undertaken or is about to undertake any liability on behalf of the Chamber or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Chamber from and against:

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

The Chamber shall maintain sufficient liability insurance for this purpose.

ARTICLE IV – EXECUTIVE COMMITTEE

5.01 **COMPOSITION** – The Executive Committee shall consist of:

- a) The President
- b) The Vice-President

- c) The Secretary-Treasurer
- d) The Past President

5.02 **POWERS** – The Executive Committee shall:

- a) Exercise the powers the Board gives to the Executive Committee, reporting every action at the next meeting of the Board;
- b) Study and advise or make recommendations to the Board on any matter as directed by the Board.

5.03 **QUORUM** – Three (3) members of the Executive Committee shall constitute a quorum at meetings of the Executive Committee. Each matter before the Executive Committee, unless otherwise specified in these By-laws, shall be decided by a majority of the votes cast on the matter.

ARTICLE VI – FINANCIAL

6.01 **BANKING** – The Board of the Chamber is hereby authorized, by resolution duly passed by the Board, to:

- a) Appoint any banks, banking institutions or trust companies in Canada as bankers to the Chamber;
- b) Authorize from time to time such Board member(s), clerk, cashier, or other employee of the Chamber, or such other person, whether connected with or employed by the Chamber or otherwise, as the Board by such resolutions appoint, to sign, accept, draw, endorse and execute on behalf and in the name of the Chamber, all such documents, agreements, cheques, promissory notes, bills of exchange, acceptances and other negotiable or transferable instruments, pledges, assignments, promises to give securities under the Bank Act, promises to give warehouse receipts or bills of lading, or both and any other documents or instrument that may become necessary or desirable in connection with the Chamber's banking business, and the same and all renewals thereof so signed shall be binding upon the Chamber, and to make arrangements with reference to the money borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to modify such arrangements, terms and conditions and to give additional securities for any moneys borrowed or remaining due by the Chamber, and generally to manage, transact and settle the banking business of the Chamber; and
- c) Delegate to such person(s), as the Board may in such resolution designate, all or any of the powers hereby conferred upon the Board.

6.02 **BORROWING** – The Board of the Chamber may, upon majority approval of the membership at a general meeting:

- a) Borrow money and obtain advances upon the credit of the Chamber from the banks, banking institutions or trust companies so appointed at such times, in such amount, in such manner, to such extent and on such terms as they deem proper, either by

discounting or causing to be discounted by the said banks, banking institutions or trust companies any or all of the Chamber's real or personal property, and to give such security thereon to any bank to which the provisions of the Bank Act of Canada apply as may be taken by a bank under the provisions of the said Bank Act, and to renew, alter, vary or substitute such securities from time to time, with authority to enter into promises to give security under the said Bank Act any indebtedness contracted or to be contracted by the Chamber to any bank to which the provisions of the said Bank Act apply;

- b) Issue bonds or other titles of indebtedness or securities, and sell, purchase, mortgage or pledge the same; and
- c) Hypothecate or mortgage its immovable 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.

6.03 **SIGNING AUTHORITY** – The signing officers of the Chamber shall be any two (2) of the following: the President; the Vice-President; the Secretary-Treasurer; and any other Board members designated by the Board or any one of the aforementioned with the Executive Director.

6.04 **FISCAL YEAR** – Unless otherwise ordered by the Board, the fiscal year of the Chamber shall terminate on the thirtieth (30th) day of June each year.

6.05 **BUDGET APPROVAL** – The budget shall be submitted by the secretary-treasurer to the membership for approval at the annual general meeting.

6.06 **FINANCIAL STATEMENT** – A complete and proper statement of the standing of the books for the previous year will be presented by the Secretary-Treasurer within ninety (90) days of the year-end or any other time required by Board.

ARTICLE VII – MISCELLANEOUS PROVISIONS

7.01 **REFERENDUM** – The Board may submit, at its discretion, any policy question by referendum to the Chamber members. This shall be done by sending the proposal, together with adequate information and a ballot to all Chamber members. The length of the voting period shall be neither more than sixty (60) days nor less than thirty (30) days from the issuance of the referendum. Unless otherwise provided in these By-laws, approval of a proposed policy requires that a majority of the votes cast must be in favor of each proposed policy. Any policy, so approved, shall be considered as adopted, and shall be effective as if passed at a General Meeting. In case of urgency, any policy matter may be submitted and voted upon by electronic means or courier, in which event a period of five (5) clear business days shall be given for casting votes.

7.02 **SEAL** – The seal of the Chamber shall remain in the custody of the President.

7.03 **ELECTRONIC MEANS**

- a) **Documents** – For the purposes of these By-laws, any document or notice may be sent to the members or the Board by electronic means, such as electronic mail or facsimile or by mail or courier in such a manner as to permit the members or the Board to communicate adequately.
- b) **Board Meetings** – If a majority of the Board members consent thereto, a Board member may participate in a meeting of the Board or a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other. A Board member participating in such meeting by such means is deemed to be present at the meeting. Each Board member shall be required to provide to the Executive Director a phone number or e-mail address that are personal to such Board member and shall use their best efforts to ensure that such communication facilities are kept secure and available only to such Board member.
- c) **Board Voting** – Further, votes of the Board on any issue may be conducted electronically at the discretion of the President in such a manner as to permit the Board to communicate adequately. Every matter dealt with electronically shall be decided by a majority of votes cast on the matter. The Executive Director shall inform each Board member electronically and/or by fax of the outcome of all votes including the identity of the Board members voting for, against and abstaining with respect to the matter within seven (7) days of the tally of votes. Such votes shall be subject to ratification at the next meeting of the Board.

7.04 **AMENDMENTS**

- a) **Origin of Amendments** – Proposals to amend these By-laws shall originate from the membership.
- b) **Notice** – At least thirty (30) days notice of the proposed amendment(s) or addition(s) shall be given to all Chamber members in advance of the General Meeting at which it is (they are) to be considered.
- c) **Ratification and Approval** – In order to become effective, the proposed amendment(s) must be ratified by an affirmative majority vote of the Chamber members in good standing in attendance at that meeting, and in no event shall it (they) be enforced or acted upon until the approval of the Minister of Industry has been obtained.

7.05 **ERROR OR OMISSION** – No error or omission in giving notice of any General or Board Meeting, committee meeting or any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any Chamber or Board Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

7.06 **REPEAL OF FORMER BY-LAWS** – With the adoption of these By-laws, all former By-laws are hereby repealed.