

BYLAWS OF THE  
ESTEVAN CHAMBER OF COMMERCE

ARTICLE 1 – NAME

1. NAME – The name of this corporation shall be the Estevan Chamber of Commerce, hereinafter referred to as “the Chamber”.

ARTICLE 2 – INTERPRETATION

1. INTERPRETATION – In these bylaws, unless the context otherwise requires, the expressions:
  - a. “the City” shall mean the City of Estevan
  - b. “the Board” shall mean the Board of Directors of the Estevan chamber of Commerce;
  - c. “the President” shall mean the President of the Estevan Chamber of Commerce;
  - d. “fiscal period” shall mean a period as defined by the Board
  - e. “term” shall mean one year
  - f. “Past President” shall mean the person who was the President immediately prior to the current President;
  - g. “Member” shall mean the person, organization, association, corporation, partnership, or other legal entity that pays the annual membership fee, or whom has been elected as an Honorary Life Member pursuant to Article 4 – Section 3; and
  - h. “Member Representative” shall mean the person designated by a Member to be the representative of and vote for that Member.

ARTICLE 3 – OBJECT

1. OBJECTS – The objects of the Chamber shall be
  - a. To carry out the mission statement of the Chamber of Commerce as set by the Board.

ARTICLE 4 – MEMBERSHIP

1. MEMBERS – The Chamber of Commerce shall be composed of members and Honorary Life members.
2. MEMBERSHIP – Any person, organization, partnership, association or corporation or other legal entity who supports the objects of the Chamber is eligible for membership. Every member who is not a person must designate one Member Representative to vote and act on its behalf.
3. HONORARY LIFE MEMBERS – Any person who rendered a distinctive service to the Chamber is eligible for Honorary Life Membership, and may be elected at any meeting of the board if three-fourths of the directors present vote in favour. Honorary Life Membership shall include the privileges of membership except the holding of office in the Chamber of commerce, and shall exempt the holder thereof from payment of the annual fee.

4. ANNUAL FEE – The annual fee for Members shall be in such amount as the Board may authorize the intent being that the fee shall commensurate with the scope and size of the business or other relevant activity of the member involved.
5. APPLICATION FOR MEMBERSHIP – Every application for membership shall be in a form approved by the Board.
6. APPROVAL OF MEMBERSHIP – Every application for membership is subject to approval by the Board.
7. ADMISSION TO MEMBERSHIP – No applicant shall be admitted into membership in the Chamber of Commerce until the appropriate annual fee has been paid or waived.
8. CERTIFICATE OF MEMBERSHIP – Each member shall be entitled to a certificate of membership in such form as the Board shall authorize. Each member may indicate in their business advertising that they are a member of the Chamber of Commerce.
9. TRANSFERABILITY OF MEMBERSHIP – Membership cannot be transferred.
10. SUSPENSION OF A MEMBER – Any Member may be suspended by the Board for non-payment of the annual fee or for conduct unbecoming a Member, at any meeting of the Board if three-fourths of the Directors present vote in favour, provided, however, that no such suspension shall be invoked until the Member has been given the opportunity of coming before the Board and answering any complaint which may have been made against the Member.
11. ARREARS – When a Member is in arrears of membership fees or any other amount owing to the Chamber in excess of 90 days, neither that Member nor any representative of the Member shall be eligible to hold office in the Chamber or be entitled to vote on the business of the Chamber of Commerce.
12. Any member in good standing may propose any eligible person, organization, association, corporation, partnership or other legal entity as a candidate for becoming a Member of the Chamber of Commerce.
13. Membership shall continue from the time of admittance until a Member has resigned in accordance with the provisions of these bylaws, or has been removed from the roll of Members by action of the Directors.
14. Any member of the Chamber who intends to retire from or resign his Membership may do so, at any time, upon giving to the Chamber notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against him at the time of such notice.

#### ARTICLE 5 – THE BOARD

1. FUNCTION – The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board comprised of a minimum of 8 to a maximum of 12 Member and/or Member Representatives (the Directors”). Each of the First and Second Vice Presidents, the President, the Past President and. The remaining positions on the Board of Directors shall be elected by the Members. At the Board meeting of each calendar year the Executive Committee shall, from the Directors with one year remaining in their terms, or from the Directors elected, submit the name of an individual to be considered for

the position of Second Vice President and an individual to be considered as Chair of the Audit Committee, unless the Board determines otherwise. The Second Vice President, once elected, shall serve his or her first year as the Second Vice President, the next year as the First Vice President, the next year as President, and the last year as the Past President.

2. VACANCIES – Any vacancy occurring in the Board may be filled by action of the Board, without the necessity of a by-election. The Board may, in the alternative, allow any such vacancy to remain unfilled.
3. RULES AND REGULATIONS – The Board may make or adopt such rules and regulations not inconsistent with these By-laws as it deems appropriate to carry on the interests of the Chamber of Commerce.
4. MEETINGS – The Board of Directors shall meet at least quarterly during each year, or at the call of the President, or any time at the call of at least three members of the Board. Teleconference Board meetings are acceptable for meetings of the Board.
5. REPORTS – The Board shall submit in writing to the annual General Meeting of the Chamber a full report on its term of office, together with audited statements prepared in accordance with general accepted accounting principles (GAAP).
6. RETIREMENT OF DIRECTORS – At the expiration of each term, those Directors whose term(s) have expired, excluding the President, Past President, First Vice President and Second Vice President, shall retire from office and shall be eligible for nomination for re-election. The remaining elected Directors shall continue in office for a second year, at the expiration of which they shall retire from office. The Past President after shall not be eligible for election as a Director until one fiscal year has passed since the expiry of his term as Past President.
7. VOTING PRIVILEGES - All members and member Representatives shall be entitled to vote in all Chamber elections and at all Chamber Meetings. Voting shall be restricted to one vote for each Member.
8. NOMINATIONS – A Nomination Committee appointed by the Board shall prepare and cause to be mailed, faxed, or emailed to each active member of the Board a notice calling for nominations from among Members, together with the appropriate nomination form. Such notice shall specify the number of vacancies to be filled, the terms and conditions under which nominations are to be made, and the time when nominations shall be closed.

Other than nominations made from the floor at the appropriate meeting of the Members, all nominations shall be in writing, signed by a Member of the Chamber, and filed with the Nomination Committee within the time specified by the Nomination Committee. The nominee's consent to accept office, if elected, shall be endorsed therein. Nominations can be faxed or emailed to the Nomination Committee. In the event the nominations filed with the Nomination Committee are fewer than the vacancies to be filled, it shall be the responsibility of the Nomination Committee to secure sufficient additional nominations.

Should the nominations filed be equal in number to the vacancies to be filled, the Board may declare, the election of the nominees without conducting an election. In this case, if some of the vacancies to be filled relate to terms which will expire after one year, in accordance with the

provisions of Article 5 – Section 6, the nominees to be elected to the one year terms shall be decided by lot under the direction of the President. The remaining nominees shall fill the two year terms.

9. ELECTIONS – If the number of nominations filed require that an election must be conducted, either
  - a. An election may be held by the Members voting at a meeting of members called for that purpose; or
  - b. The Nomination Committee may cause ballots containing the names of all nominees to be prepared and mailed, or mailed electronically to all Members of the Chamber at least ten days before the day of voting.

Each member Representative desiring to vote shall mark his or her ballot in accordance with the instructions printed thereon. He or she shall mail. Or mail electronically his or her ballot by the closing date and the time of the election. The two year terms shall be filled by those elected who have the highest number of votes. The one year terms shall be filled by the balance of those elected.

10. RESOLUTION OF TIE - In the election of Directors, should a tie vote occur for the last Director to be elected, the tie shall be broken by lot under the direction of the President.
11. TERM OF OFFICE - Elected Directors shall hold office for a term of two years following their election, or until successors in office are duly elected.
12. QUORUM – The quorum necessary for the transaction of business at all meetings of the Board shall be 50% plus 1 of the voting Directors, and unless otherwise specifically provided, all questions shall be decided by a majority vote. Quorum may be by e-mail with responses to be tallied within one week after the board meeting.
13. ABSENCE FROM MEETINGS – If any Director is absent from three consecutive regular meetings of the Board, he or she may be removed from the Board by the Board.
14. PROTECTION OF DIRECTORS AND OTHERS - Limitation of Liability – Every Director and officer of the Chamber, in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of the Chamber and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing; no director or officer shall be liable for the acts, receipts, neglects or defaults 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 the insufficiency or deficiency of any security in or upon which any of the moneys of arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities, or effects of the Chamber shall be deposited, or for any loss occasioned by any error in judgment or oversight on his or her own part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto, provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability 6 for any breach thereof.

Indemnity – The Chamber shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Chamber’s request as a director or officer of a body corporate of which the Board is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonable incurred by him or her in respect of an civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Chamber, if:

- i. he or she acted honestly and in good faith with a view to the best interests of the corporation; and
- ii. in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The Chamber shall also indemnify such person in such other circumstances as the relevant legislation permits or requires.

#### ARTICLE 6 – OFFICERS

1. PRESIDENT - The President shall preside at all meetings of the Chamber and the Executive Committee, and shall be an ex-officio member of all committees thereof. He or she shall faithfully perform all duties incidental to his or her office.
2. VICE PRESIDENT - The First Vice President shall preside at all meetings in the absence of the President. The Vice President, while so presiding, shall possess all the powers and perform all duties of the President.
3. SECOND VICE PRESIDENT – The Second Vice President shall preside at all the meetings in the absence of the Vice President. The Second Vice Presidents while so presiding shall possess all the powers and perform all duties of the Vice President President.
4. PAST PRESIDENT - The Past President shall be a Director and may serve on any committee established by the Board.
5. THE TREASURER - The Treasurer shall also be the Audit Committee Chair and, as such, shall represent the Board in the supervision of the financial accounts of the Chamber and the maintenance of its assets. He or she shall present appropriate financial reports to the Board and Members and shall be the liaison between the Board and its appointed Auditor.

#### ARTICLE 7 – EXECUTIVE COMMITTEE

1. COMPOSTION - The Executive Committee shall be comprised of the President, the Past President, the First Vice President, the Treasurer and any of the other Directors that the Board may appoint.

2. MEETINGS – The Executive Committee shall meet as frequently as may be necessary for the conduct of the business thereof, at the call of the President.
3. FUNCTION - The Executive Committee shall deal with any matters which in the opinion of the President require attention in the interval between regular Board meetings and shall, subject to any regulations which the Board may from time to time make, be competent to exercise all or any of the powers, authority, and discretion vested in or exercisable by the Board, provided, however that all actions taken by the Executive Committee shall be submitted to the Board for ratification at its next meeting.
4. FUNCTION - The Executive Committee shall keep proper minutes and records of all its proceedings, and shall submit the same to the Board at the next meeting.
5. CONDUCT OF MEETING – The meetings and proceedings of the Executive Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board insofar as the same are applicable thereto and are not superseded by any regulations made by the Board in respect thereto.
6. QUORUM - The quorum necessary for the transaction of business at all meetings of the Executive Committee shall be greater than 50% of the members of the Committee.

#### ARTICLE 9 – SPECIAL COMMITTEES & TASK FORCES

1. SPECIAL COMMITTEE –The Board may appoint from time to time any special committees or task forces and entrust to them such work and vest in them such authority as in its discretion may appear desirable.
2. INVESTIGATION – It shall be the duty of any committee or task force appointed to investigate any problem, to work in cooperation with the Executive Committee and the Chamber of Commerce Manager, in gathering and analyzing accurate data and facts, examining conflicting viewpoints, and arriving at a conclusion as to the course of action to be pursued; and it shall then at as early a date practicable submit its findings in a written report to the Board.
3. EXECUTION - Any committee or task force appointed for the carrying out of any particular piece of work entrusted to it shall do the best of its ability and as expeditiously as possible take such steps as may be necessary to give effect to the policy in respect thereto as laid down by the Board, and accomplish reports to the Board as often as may be required, and upon completion of its work to make a final report in writing to the Board. No committee or task force member shall make public any aspect of its progress or final report without having obtained the prior approval of the Executive Committee.

#### ARTICLE 10 – CHAMBER OF COMMERCE EXECUTIVE DIRECTOR

1. EXECUTIVE DIRECTOR - The Board shall employ a chief administrative officer, who shall be known as the EXECUTIVE DIRECTOR. It shall be his or her duty to oversee the necessary correspondence, preserve all books, documents, communications and pertinent records, make provision for the keeping of books of accounts and the maintaining of an accurate record of the proceedings of the Board, and all committees thereof. He or she shall collect all information and documentation requested by the Board as soon thereafter as practicable, and shall retain on file

available for the use of the Chamber Members accurate data concerning all pertinent matters relating to the promotion and development of the Chamber or of the City and district. He or she shall employ and supervise such office staff as may be authorized by the Board to assist him or her in his or her office, under the direction of the Board. At the expiry date of his or her employment, he or she shall deliver to the President all property of the Chamber which is in his or her possession or otherwise under his or her control.

#### ARTICLE 11 - AUDITORS

1. At each annual general meeting, the Chamber shall appoint its auditors for the next year. Audit fees shall be negotiated by the Executive committee or its designate.

#### ARTICLE 12 – ANNUAL GENERAL MEETING AND SPECIAL MEETINGS

1. ANNUAL GENERAL MEETING – The annual general meeting of the Chamber shall be held within 90 days of the end of each fiscal period.
2. NOTICE – The Chamber membership shall be given a minimum of 15 days’ notice of the annual general meeting, naming the date, time and place.
3. QUORUM - Not less than 10 members and/or member representatives shall constitute a quorum for transaction of business at the annual general meeting of the Chamber.
4. LIMITATIONS OF DEBATE – Every member and every member representative shall be entitled to speak and vote on any motion brought before the Annual General Meeting for consideration. At the discretion of the chairperson, a time limit may be placed upon debating any motion before the meeting.
5. SPECIAL MEETINGS - Special meetings of the Chamber may be called by either the President, the Board or upon written request of 10 members.
6. NOTICE OF A SPECIAL MEETING – a minimum of 24 hours’ notice of a Special Meeting must be provided to Members.
7. QUORUM – Not less than 10 members and or member representatives shall constitute a quorum at a Special Meeting.

#### ARTICLE 13 – SEAL

#### EXECUTION OF DOCUMENTS

#### BUSINESS OF THE CHAMBER

1. REGISTERED OFFICE - The registered office shall be situated in Estevan, Saskatchewan.
2. Fiscal period shall be January 1 to December 31.
3. EXECUTION OF INSTRUMENTS – The Board is authorized from time to time by resolution to appoint any 1 or more officers or Directors on behalf of the Chamber to sign contracts, documents or instruments in writing generally.

## ARTICLE 14 – PARLIAMENTARY RULE

1. PARLIAMENTARY RULE – The proceedings of the meetings of the Chamber and of all committees of the Chamber shall be governed by and conducted according to parliamentary procedures as laid down by Roberts Rule of Order, or such authority as the Board may adopt.

## ARTICLE 15 – AMENDMENTS

1. AMENDMENTS – These bylaws may be amended or altered at any Annual General Meeting of the Chamber if two thirds of the active members present vote in favor. Notice of the proposed change shall have been given to each member not less than 15 days prior to such meeting. Proposed changes must be consistent with the *Board of Trade Act*.

## 2014 BYLAW AMENDMENTS

### **Borrowing Powers**

The board is authorized to borrow on such terms as may be granted by the lender from any person, firm or corporation as the Board deems necessary to finance the affairs of the Chamber in the current fiscal year; however, no Director, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. All loans obtained shall be repayable within the fiscal year, and as security for such loan the Board may pledge any and all assets of the Chamber including uncollected dues and unpaid grants and may authorize the President and Treasurer or any combination of two officers, to arrange such loan and sign all necessary documents on behalf of the Chamber. The authority designated by this provision shall be limited to a single and specific instance.

### **Director's Compensation**

Officers and Directors of the Chamber shall receive no remuneration for services rendered, but the Board may grant reasonable expenses.

### **Dissolution Clause**

The Chamber may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members. Upon dissolution or other termination of the Chamber, all remaining assets of the Chamber, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of The Chamber) as shall be chosen by the then existing Board of Directors of The Chamber.

### **Inspection of Books:**

The Estevan Chamber of Commerce is to maintain financial records and minutes of board meetings and make them available to members for examination and copying; inspection and copying of records or minutes is to take place at the Chamber office during regular office hours with minimum forty-eight hour notice.