

# **Hanna & District Chamber of Commerce**

## **Bylaws**

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# Hanna & District Chamber of Commerce Bylaws

## Article I - Name and Object

Section 1.1 The name of this organization shall be the Hanna & District Chamber of Commerce.

Section 1.2 The principal object of the Hanna & District Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civil and social welfare of the District served by this organization.

## Article II - Interpretation

Section 2.1 Wherever the word "Chamber" occurs in these bylaws, it shall be understood to mean the "Hanna & District Chamber of Commerce" as a body.

Section 2.2 Wherever the words "Board of Directors" or "Board" occur in these bylaws, they shall be understood to mean "The Board of Directors of the Hanna & District Chamber of Commerce".

Section 2.3 Wherever the words "Chamber Manager" occur in these bylaws, they shall be understood to mean the senior staff position of the Chamber. This title may vary from time-to-time at the discretion of the Board.

Section 2.4 Wherever the word "Officers" occurs in these bylaws, it shall be understood to mean Immediate Past President, President, Vice President, Secretary and Treasurer.

## Article III - General

### Location of the Chamber

Section 3.1 The Head Office of the Chamber is located within the boundaries of the municipality of the Town of Hanna or such other location as determined by the Board.

### Chamber as Politically Non-partisan and Non-sectarian

Section 3.2 The Chamber will be politically non-partisan and non-sectarian. It must not advance the views of any party, candidate for public office or religious entity, nor publicly support the cause of any political or religious entity or representative. The Chamber will not lend its support to or work against any candidate for any public office.

### Fiscal Year

Section 3.3 The fiscal year of the Chamber commence on the first (1<sup>st</sup>) day of January and ends on the thirty-first (31<sup>st</sup>) day of December.

### Operational Year

Section 3.4 The operational year of the Chamber shall commence on the first (1<sup>st</sup>) day of January.

## Article IV – Membership

Section 4.1 Any reputable individual or organization directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District, and who pays the membership fee is eligible for membership in the Chamber providing the candidate will agree if admitted, to be governed by the bylaws and policies of the Chamber.

Section 4.2 Any incorporated or unincorporated organization, including any association, corporation, society, partnership, trust, or estate directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District, and who pays the membership fee is eligible for membership in the Chamber providing the candidate will agree if admitted, to be governed by the bylaws and policies of the Chamber.

### Termination of Membership

Section 4.3 Any Member who fails to pay the annual dues ceases to be a Member and is automatically removed from the membership roll.

Section 4.4 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 membership roll by action of the Board.

Section 4.5 Any member (person or organization) of the Chamber, who intends to retire there from or to resign its membership, may do so, at any time, upon giving to the Chamber office ten days' notice in writing of such intention.

Section 4.6 The Chamber Office may remove from the membership roll the name of any new member failing to pay his annual dues within thirty days of his admission, or of any other member who fails to pay such dues thirty days of the date they fall due. Upon such action by the Chamber Office, all privileges and benefits of membership shall be terminated.

Section 4.7 Resignation or termination of membership does not relieve the former member from any obligations they owe to the Chamber or entitle the former member to a refund of annual dues.

Section 4.8 Membership in the Chamber is subject to review of the Board. The Board reserves the discretionary right to cancel the membership if the conduct of such member, in the Board's opinion, has legal or ethical implications detrimental to the Member, and/or the Chamber. Any member of the Chamber may be expelled by a two-thirds (2/3) vote of the Board.

The member will be at liberty to appeal the decision of the Board by a written request within 30 days including justification of the appeal.

## Article V - Annual Membership Dues

Section 5.1 Annual membership dues are established by the Board and may be changed from time to time.

## Article VI - Officers and Board

### Positions and Terms of Office

Section 6.1 The Board of Directors shall be elected at the Annual General Meeting according to the bylaws, policies and procedures of the Chamber. Positions become effective following the close of the Annual General Meeting.

The positions to be elected are as follows:

<u>Position</u>	<u>Term</u>
President	2 Years
Past President	2 Years
Vice President	2 Years
Secretary	2 Years
Treasurer	2 Years
5 Directors	2 Years

Officers and members of the Board shall remain in office for their prescribed term or until their successors shall be appointed. The retiring president shall be, ex-officio, a member of the Board.

Section 6.2 The Chamber Manager serves as a non-voting Director so long as he or she holds that position.

### Resignation of a Director

Section 6.3 A Director may resign his or her term at any time and will strive to give written notice of his or her resignation at least ninety (90) days.

### Removal of an Officer or Director

Section 6.4 A Director ceases to be a member of the Board if such individual 1) is a non-Member, 2) declares bankruptcy, or is declared insolvent, 3) is convicted of an indictable offence under the Criminal Code of Canada, 4) is declared unsound of mind.

Section 6.5 Any officer or director member may be suspended from her/his office or have her/his tenure of office terminated due to 1) if in the opinion of the Board she/he is grossly negligent in the performance of any of her/his duties, 2) is absent without just reason from three consecutive meetings of the Board 3) or for just cause, providing however, that any officer or Board member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board by a written request within 30 days including justification for the appeal.

### Board Vacancy during a Term

Section 6.6 Any vacancy occurring in an elected Board position may be filled by appointment by the Board for the remainder of the unexpired term of the director he or she is replacing.

## Responsibility of the Board

- Section 6.7 The Board will have the general power of administration and will manage the business and affairs of The Chamber. The Board will exercise the power to take such actions as it may deem necessary in the interests of the well-being of the organization exercising financial control.
- Section 6.8 The Board may deliver representation in any form to any level of Government in Canada and elsewhere as may be determined to be in the best interests of the Chamber or its Members generally.
- Section 6.9 The Board shall, in addition to the powers hereby expressly conferred to it, have such powers as are assigned to it by any bylaw of the Chamber.
- Section 6.10 Fifty percent plus one members of the Board, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.
- Section 6.11 The Board shall frame such bylaws, rules and regulations as appear to it, best adapted to promote the welfare of the Chamber, and shall submit them for adoption at a general meeting of the Chamber called for that purpose.
- Section 6.12 The Board may enter into a contract of employment with the Chamber Manager including setting the job description and performance expectations.
- Section 6.13 The Board, or at its request, the president, may appoint committees or designate members of the Board or of the Chamber or others, to examine, consider and report upon any matter or take such action as the Board may request.
- Section 6.14 The Board may suspend any chairperson from office or have her/his office terminated for just cause. The Board may terminate any committee.
- Section 6.15 Board members shall receive no remuneration for services rendered, but the Board may grant any of these said board members reasonable expense monies.
- Section 6.16 The Board shall purchase or otherwise acquire for the Chamber any movable or immovable property, rights and/or privileges to further the objects of the Chamber.
- Section 6.17 The Board may, when deemed expedient;
- a) For the purpose of carrying out its objects, the Chamber may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power will be exercised only under the authority of the Chamber, and in no case will debentures be issued without the sanction of a special resolution of the members;
  - b) Issue bonds or other titles of indebtedness or securities, and sell, purchase, mortgage or pledge the same; and,

c) Hypothecate or mortgage its immovable property, or pledge or otherwise affect the movable property, or give all guarantees, to secure payment of its loans or the carrying out of its obligations.

Section 6.18 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.

Section 6.19 A Member who holds public office in a municipal, provincial, aboriginal, federal public office or elected trustee of a board of education (Government Position) may be a member of the Board of Directors but can not Chair a Chamber committee or hold an Executive position on the Board of Directors.

Section 6.20

a) The President

- Shall preside, as neutral chair, at all annual and special meetings of the Chamber and at the meetings of the Board and the Executive Committee.
- Shall be "ex-officio", a member of all Chamber committees.
- Shall be the key spokesperson for the Chamber, unless otherwise delegated.
- Shall exercise such authority and perform such duties as the Board, from time to time, may prescribe.
- Chairs the Executive Committee.

b) Vice President

- In the case of absence or inability of the President to act, the Vice-President shall exercise such authority as is vested in the office of President.
- Shall have such authority and carry out such other duties as the Board, from time to time, may prescribe.
- Is a member of the Executive Committee

c) Past President

- Chairs the Nominating Committee.
- Shall have such other authority and carry out such duties as the Board, from time to time, may prescribe.
- Is a member of the Executive Committee.

d) Secretary

- Shall record and keep all minutes of meeting.
- Shall be responsible for collecting and presenting correspondence.
- Shall have such other authority and carry out such duties as the Board, from time to time, may prescribe.
- Is a member of the Executive Committee.
- Duties and/or responsibilities may be delegated to the Chamber Manager at the discretion of the Board of Directors.



- Secretary and Treasurer positions may be amalgamated at the discretion of the Board.

e) Treasurer

- Shall make sure an annual review is prepared and presented at Annual General Meeting,
- Shall prepare and present the annual financial report and monthly updates,
- Shall ensure adherence to internal financial controls and operational policies, ensure compliance with all applicable laws and legislation,
- Shall prepare the annual Chamber budget for review by the Executive,
- Shall perform such other duties as pertain to the office of Treasurer, or as may be directed by the Board,
- Is a member of the Executive Committee.
- Duties and/or responsibilities may be delegated to the Executive Director at the discretion of the Board of Directors.
- Secretary and Treasurer positions may be amalgamated at the discretion of the Board.

f) Chamber Manager is responsible for:

The Chamber Manager, as Manager of the Chamber and Secretary to the Board, shall be responsible for:

- implementing the policies of the Chamber and the Board
- administration and day to day management of the Chamber
- providing supervision and authority over the affairs and personnel of the Chamber's office
- keeping, or causing to be kept, minutes of the proceedings of the Chamber
- having care and custody of the records, corporate seal and documents of the Chamber
- giving proper notice of all meetings of the Chamber Board and of committees
- taking of minutes, and for the making of an accurate record of actions and business of the Chamber, the Board, the Executive Committee and other committees.
- shall deposit, or cause to be deposited, the same in a deposit insured financial institution, selected by the Board.
- other duties and responsibilities as the Board may from time to time direct.
- serving on the Chamber Board and committees an ex-officio, non-voting member

The Chamber Manager reports to the Board, through the President.

Oath of Office

Section 6.21 The President and the Vice Presidents, before taking office, shall take and subscribe an oath in the following form:

*“I swear that I will faithfully and truly perform my duty as ... of The Hanna & District Chamber of Commerce, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said Chamber was constituted according to the true intent and meaning of the same.”*

#### Responsibility of Officers and Directors

- Section 6.22
- a) Will prepare for and attend meetings of the Board to consider, discuss and make policy for the Chamber
  - b) Will serve on or otherwise contribute to any other committees of or involving the Chamber as the need arises
  - c) Must sign a Board Commitment to Office agreement at the first Board meeting following the Board election or appointment of Board Director(s) in a form approved by the Board from time to time
  - d) Each Officer or Director who has a material Interest in any matter under consideration by the Board must fully disclose his or her interest, retire from the meeting during debate, and refrain from voting on the matter.

#### Indemnity to Directors, Officers, and others

Section 6.23 Every Director, Officer, and committee member and his or her heirs, executors and administrators, are indemnified and saved harmless out of the assets of the Chamber against all costs and damages whatsoever which he or she incurs in any action or proceeding which is commenced or otherwise arising from any act of omission occasioned or permitted by him or her in the execution of Chamber duties, except where such costs or damages are the result of his or her own willful act, default or dishonesty outside of actual authority of the Chamber. Nothing in these By-laws limits the right of any person to claim indemnity apart from the provisions of these By-laws.

Section 6.24 The Chamber must purchase and maintain insurance for the benefit of any person referred to in these bylaws against such liabilities and in such amounts as the Board may determine.

### Article VII – Conflict of Interest

Section 7.1 No member of the Board may participate in the discussion or vote on a matter in which they have a pecuniary interest. Pecuniary interest is defined as one that will result in a specific immediate or deferred financial gain as a direct result of the matter at hand. The pecuniary interest applies to the Board member, their employer or their immediate family (parents, spouse, children, brothers, sisters or in-laws).

### Article VIII – Meetings

Section 8.1 At any annual, general or special, five (5) members shall be a quorum and, unless otherwise specifically provided, a majority of members present shall be

competent to do and perform all acts which are or shall be directed to be done at any such meeting.

Section 8.2 Notice of all annual, general or special meetings, naming the time and place of assembly, shall be given by the Chamber Manager with at least (7) days notice by mail, e-mail, fax or telephone.

#### Annual General Meeting

Section 8.3 The annual general meeting of the Chamber shall be held on or before March 31<sup>st</sup> each year at the time and place designated by the Board. At least fourteen (14) days notice of the annual general meeting shall be given by mail, e-mail, fax or telephone.

#### General Meetings

Section 8.4 Regular general meetings of the Chamber will be held annually at the time and place designated by the Board. At least seven (7) days notice of meetings will be given by mail, e-mail, fax or telephone.

Section 8.5 Special general meetings of the Chamber may be held at any time when summoned by the president, or requested in writing by any three (3) members of the Board, or any ten (10) members of The Chamber. At least seven (7) days notice of such meetings shall be given by mail, e-mail, fax or telephone.

#### Board Meetings

Section 8.6 The Board will meet regularly (monthly) at such times and places as it determines. 50% of the current board members plus one will be quorum.

Section 8.7 The meetings of the Board shall be opened to all members of the Chamber, who may attend but may not take part in any of the proceedings.

### Article IX - Voting rights

Section 9.1 Every member in good standing represented at any annual, general, and special meeting shall be entitled to one vote providing that the vote of an Association, Corporation, Society, Partnership, or an Estate member shall, in each such case be assigned to individuals. Voting can only be done in person with no right of voting by proxy.

Section 9.2 Voting at annual, general, special or board meetings shall normally be by show of hand, or if requested by the chair, by standing vote. A roll call vote shall be taken if requested by five (5) members providing such request received the approval of two-thirds (2/3) of the members assembled.

Section 9.3 The presiding officer shall vote only in the case of a tie. Upon an appeal being made from the decision of the presiding officer, the vote of the majority shall decide at the next meeting. The decision made will be final.

Section 9.4 Motions or amendments shall be carried at any annual, general, special or board meeting by a majority vote unless otherwise provided in these bylaws.

## Article X - Financials

Section 10.1 The President, Vice President, Secretary, Treasurer and Chamber Manager shall have the authority to sign documents, drafts and cheques on behalf of the Chamber. Two signatures will be required on any said document. Excluding the Chamber Buck account where only one signature is required and can be signed by the Chamber Manager.

## Article XI - Financial Review

Section 11.1 2 Board Members shall be appointed by the Board and they shall review the books and accounts of the Chamber. A financial review shall be presented by the Treasurer and in her/his absence, by the Vice President at each Annual General Meeting and at any other time required by the Board.

## Article XII - Bylaws

Section 12.1 Bylaws will be reviewed annually on or before March 31<sup>st</sup> with any changes to be voted on by the majority of the members of the Chamber present at the general meeting.

Section 12.2 Such bylaws shall be binding on all members of the Chamber, its officers, directors and all other persons lawfully under its control.

## Article XIII - Chamber Seal

Section 13.1 The Chamber Manager has custody of the seal of the Chamber, subject to any limitations imposed by the Board. She/he shall sign and when necessary, seal the seal of the Chamber all papers and documents requiring signature of execution.

## Article XIV - Distribution of Assets on Dissolution of the Chamber

Section 14.1 Any profits, which may accrue to the Chamber during the time it is in operation, will be used for the purposes of the Chamber as the Board sees fit. In the event of winding up the affairs of the Chamber, all assets of the Chamber, including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities, will be donated to a charity or non-profit organization as determined by a special resolution passed by the members at a general meeting.

## Article XV – Minutes, Books and Records

- Section 15.1 Minutes of the proceedings of all annual, general, special and board meetings shall be entered in books to be kept for that purpose, by the Chamber Manager or recording secretary.
- Section 15.2 The entry of such minutes shall be signed by the person who presides at the meetings, which they are adopted.
- Section 15.3 The Chamber Manager shall be responsible for overseeing the keeping of the books of the Chamber, its correspondence, retaining copies of all official letters and preservation of official documents and shall perform such other duties as properly pertained to her/his office. She/he shall, with the President, sign all papers and documents requiring signature of execution on its behalf. She/he shall oversee the maintenance of the accurate recording of the proceeding of the Chamber and of the Board.
- Section 15.4 All books of the Chamber may be inspected by any member of the Chamber or at any time upon giving reasonable written notice to the Board and arranging a time satisfactory to the treasurer. Board members will have access to books and records at all reasonable times.

## Article XVI - Procedure

- Section 16.1 Parliamentary procedure shall be followed at all annual, general, special and Board meetings, in accordance with "Roberts Rules of Order".