

# **OKOTOKS & DISTRICT CHAMBER OF COMMERCE SOCIETY BYLAWS**

## **Article 1 GENERAL**

- 1.1 The usual place of meeting shall be in the Town of Okotoks, Alberta.
- 1.2 The Okotoks & District Chamber of Commerce Society shall be politically non-partisan and non-sectarian and shall neither take part in nor lend its influence to, the election or appointment of any candidate for municipal, provincial or federal office.

## **Article 2 INTERPRETATION**

- 2.1 "Chamber" shall mean the Okotoks & District Chamber of Commerce Society.
- 2.2 "Board" shall mean the Board of Directors of the Chamber.
- 2.3 "Director(s)" shall mean the elected Members of the Board.
- 2.4 "Executive" shall mean the Officers of the Chamber.
- 2.5 "Officers" of the Chamber shall mean: President, Two Vice- Presidents, (herein referred to as "Vice-President") Secretary, Treasurer and Past-President of the Chamber.
- 2.6 "Members" shall mean the persons or corporations who are Members of the Chamber in good standing.
- 2.7 "President" shall mean the President of the Chamber.
- 2.8 "Town" shall mean the Town & District area of Okotoks in the Province of Alberta as defined by Statistics Canada for census purposes.

## **Article 3 MEMBERSHIP**

- 3.1 Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district, shall be eligible for Membership in the Chamber, on agreement to be governed by the by-laws of the Chamber.
- 3.2 Associations, Partnerships, Corporations, Societies, or Estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the Town may become Members of the Chamber, on agreement to be governed by the by-laws of the Chamber.
- 3.3 All applications for Membership shall be made in writing. The application shall be regarded as a guarantee on the part of the applicant of interest in, and commitment to, the purposes of the Chamber and of adherence, if elected, to the Chamber's By-laws, Rules, Regulations and Policies.
- 3.4 Upon approval of the application by the Executive of the Chamber and upon payment by the applicant of the fees for that year, the applicant shall thereupon become a Member of the Chamber.

- 3.5 The Board may remove from the roll of Members the name of any new Member failing to pay annual dues within thirty days of admission, or of any other Member who fails to pay such dues within three months of the date they fall due. Upon such action by the Board, all privileges of Membership shall be forfeited.
- 3.6 Classes of Membership shall be as determined from time to time by the Board but no changes in classification shall take effect until the beginning of the next fiscal period.
- 3.7 All Members who are in good standing and who have paid the current year's fees shall enjoy all the rights and privileges of the Chamber including the right to vote, provided that full voting privileges of each Member named in section 3.2 shall be exercised by not more than one representative named by such Member. Only one such Member shall be eligible for election to the Board in any one year. Members may, with the consent of the Board, change their representatives from time to time.
- 3.8 Honorary Memberships may be granted by the Board for reasons of distinguished service to the Chamber or the community at large, and the courtesy Membership shall include all the rights and privileges of the Chamber, excepting those of holding office and the right to vote, with the exemption from all payment of all fees and dues. Honorary Memberships shall be for a period of one year and may be repeated.
- 3.9 Each Member upon admission shall be entitled to a Certificate of Membership in such form as the Board shall from time to time prescribe.
- 3.10 Any Member may resign from Membership at any time upon written notice to the Secretary, but such resignation shall not relieve the Member from any financial obligations he may then owe the Chamber.
- 3.11 In any case in which the Executive is of the opinion that the Membership of any person or organization ought to be reviewed in the general interest of the Chamber, it shall give written notice of not less than fifteen days to the Member that continuation of Membership will be considered at a meeting of the Executive specifying the time and place thereof. The Executive thereupon shall judge whether or not the Membership shall be cancelled and its decision shall be final and binding, subject to the right of appeal hereinafter set forth.
- 3.12 Cancellation of Membership shall operate as a forfeiture or extinguishment of all rights and privileges whatsoever of or incidental to Membership.
- 3.13 A Director or Officer who has a material interest in any corporation, partnership, sole proprietorship or other entity, which is a party to a contract or proposed contract with the Chamber, shall immediately disclose the nature and extent of their interest to the Board.
- 3.14 Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Chamber's business would not require approval by the Board and any Director or Officer interested such a contract shall not vote on any resolution to approve the contract.

#### **Article 4 DUES AND ASSESSMENTS**

- 4.1 The annual scale of fees for each class of Membership shall from time to time be those prescribed by the Board. Membership Fees shall be billed annually on the calendar year.

## **Article 5 THE BOARD**

- 5.1 The government of the Chamber, the direction and administration of its work and business and the control and management of all the property now or hereafter acquired by the Chamber shall be vested in the Board.
- 5.2 The Board may from time to time:
- a) Borrow money upon credit of the Chamber;
  - b) Limit or increase the amount to be borrowed; and if sanctioned by special resolution of the Society:
  - c) Issue bonds, debentures, debenture stock or other securities of the Chamber, and pledge or sell the same for such sums and at such prices as may be deemed expedient;
  - d) Hypothecate, mortgage or pledge the real or personal property of the Chamber or both to secure any such bonds, debentures, debenture stock or other securities, and money borrowed for the purpose of the Chamber.
- 5.3 The Board may from time to time purchase, or authorize the purchase, or acquire, or authorize the acquisition of stocks, bonds or securities, and alienate, sell, convey or otherwise dispose of the same.
- 5.4 The Board shall consist of between ten and fifteen elected Directors plus the Executive.
- 5.5 Directors of the Board shall be elected each year at the Annual General Meeting.
- 5.6 If any Director be absent without leave for three consecutive meetings without an excuse deemed valid by the Board, the Director shall for all purposes be deemed to have resigned, and the vacancy, whether caused thus or by actual resignation, death or other reasons shall be filled by the board.
- 5.7 Any Officer or Director may be suspended from office or have their tenure of office terminated, if in the opinion of the Board they are grossly negligent in the performance of any duties. Any Officer or Director so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board directly to the Membership at the next general meeting.
- 5.8 Any seven or more Directors of the Board, including the President or Vice-President, lawfully met, shall be a quorum and a majority of such quorum may do all things within the powers of the Board.
- 5.9 The President shall preside at meetings of the Board and shall vote only in the case of a tie.
- 5.10 The Board shall have the general power of administration. It may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province, or others, as it may determine or as may be required by vote of a majority of Members present at any general meeting.
- 5.11 The Board may suspend any chairperson from office or have their office terminated for just cause. Any committee may be terminated by the Board.
- 5.12 Any Member of the Chamber may attend meetings of the Board and participate in discussion but shall have no vote unless he is a Director.

## **Article 6      OFFICERS**

- 6.1 The President and Vice-President shall be elected by the Membership of the Chamber every two years.
- 6.2 The Secretary and Treasurer shall be appointed annually by the Board from amongst its Directors.
- 6.3 The President shall preside at all meetings of the Chamber and Board. The President shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what he may think concerns the Chamber. The President shall sign all documents requiring signature on behalf of the Chamber, unless another Officer is so designated by the Board. It shall be the duty of the President to present a general report of the activities of the year at the Annual General Meeting.
- 6.4 The Vice-President shall act in the absence of the President and from time to time as appointed by the President shall perform the powers and functions of the President. No person shall be eligible for the position of Vice-President unless he shall be a Member of the Chamber in good standing continuously for a period of not less than one year and will allow his name to stand in the next Presidential election.
- 6.5 The President and Vice-President, before taking office, shall take and subscribe before the Mayor or before any justice of the peace, an oath in the following form:
- "I swear that I will faithfully and truly perform my duty as (President/Vice-President) of The Okotoks & 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. So help me God."
- 6.6 The Treasurer as Treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a financial institution, selected by the Board, out of such funds he shall pay amounts approved by the Board and shall keep a regular account of the income and expenditure of the Chamber and submit an audited statement thereof for presentation to the annual general meeting and at any other time required by the Board. The Treasurer shall make such investment of the funds of the Chamber as the Board may direct. He shall, with the President, sign all notes, drafts, and cheques.
- 6.7 The Secretary shall, in the absence of the Executive Assistant, fulfill his functions at meetings of the Board.
- 6.8 The Executive Assistant shall be hired by the Executive and may receive remuneration for such position as stipulated in writing. From time to time this position may be advertised for submissions by interested applicants. It shall be the duty of the Executive Assistant to conduct the official correspondence, preserve all books, documents and communications, keep books of account and maintain an accurate record of the proceedings of the Chamber, the Board and all Committees. At the expiration of his contract he shall deliver to the Board all books, papers and property of the Chamber. The Executive Assistant shall not have the right to vote on resolutions of the Board.

- 6.9 The Board may hire such other persons for contract work at such time that in the opinion of the Board there is a need for a certain position. The person hired may receive remuneration for such position as stipulated in a contract agreement. From time to time this position may be advertised for submissions by interested applicants. Job description and term of contract will be determined by the Board at time of hiring. Persons hired by the Board for contractual positions shall not have the right to vote on resolutions of the Board.
- 6.10 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.
- 6.11 The President's and Vice-President's terms of office shall be two years. The term of office for all other elected Officers and Directors shall be for one year beginning at the Annual General Meeting following their election and continue thereafter until their successors have been elected.

## **Article 7 MEETINGS**

- 7.1 The Annual General Meeting of the Chamber shall be held in the month of January in each year at the time and place determined by the Board. At least two weeks notice of the Annual General Meeting shall be given to all members by mail, fax, e-mail, and notice in a local newspaper or telephone.
- 7.2 Regular meetings of the Chamber shall be held on the third Wednesday of each month (except in July, August and December) at the time and place determined by the Board. At least four days notice of such meetings shall be given by notice inserted in one or more of the newspapers published in the district of Okotoks or by e-mail or letter signed by the Executive Assistant and mailed, e-mailed or faxed to each Member.
- 7.3 Special general meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by any three Directors of the Board or any ten Members of the Chamber. At least one day's notice of such meetings shall be given to Members by e-mail, mail, fax or telephone.
- 7.4 The Board shall meet from time to time (at least once a month with the exception of July and August) as may be necessary to carry on the business of the Chamber.
- 7.5 At any meeting ten Members plus the President or Vice- President shall be a quorum, 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.
- 7.6 Minutes of the proceedings of all Board meetings shall be entered in the books to be kept for that purpose, by the Executive Assistant.
- 7.7 All books of the Chamber shall be opened at all reasonable hours to any Member of the Chamber, free of charge.

## **Article 8 ELECTIONS**

- 8.1 The nominating committee shall consist of the presiding President and the past President and a Director not running in the election. The past President shall be the Chairperson. The Committee shall nominate candidates for the position of President, Vice-President, and Directors. The nominating committee shall use its best efforts to nominate candidates for Director from Members working in each of the main business areas in Okotoks, including but not limited to the business parks, Downtown, Southridge and Cornerstone, failing which these positions may be filled by nominees from the general Membership.
- 8.2 Additional nominations for the offices of President, Vice-President and Directors may be made by any Member of the Chamber, but such must be in writing containing the Member's signature and bear in writing the consent of the Member so nominated to act and be delivered to the Chamber office not later than seven days prior to the date of the Annual General Meeting.
- 8.3 The President, Vice-President and Directors will be elected by ballot or by show of hands, at the discretion of the President, at the Annual General Meeting.
- 8.4 In the case of a tie vote, the selection of one of those so tied shall be made by lot under the direction of the nominating committee.

## **Article 9 VOTING RIGHTS**

- 9.1 Every Member in good standing represented at any general 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.
- 9.2 Voting at Board or general meetings shall normally be by show of hands, or if requested by the Chairperson, by standing vote. If, under exceptional circumstances, Board meetings called by the President or Vice-President may be held by telephone conference, and Directors and Officers may vote by telephone or by e-mail. Under exceptional circumstances Directors and Officers may also be requested to vote on isolated issues by e-mail. A roll call vote shall be taken if requested by five Members providing such request received the approval of two-thirds of the Members assembled. The minutes of the telephone conference will be reviewed at the next meeting of the Board.
- 9.3 The presiding Officer shall vote only in the case of a tie. Upon an appeal being made from decision of the presiding Officer, the vote of the majority shall decide.
- 9.4 Motions or amendments shall be carried at any Board or general meeting by a majority vote unless otherwise provided in these by-laws.

## **Article 10 COMMITTEES**

- 10.1 The Board shall establish such operating, organization and action or special Committees as the Board may from time to time find it to be in its best interests. The Board may from time to time dissolve, suspend or re-establish the operating organization or any Committee.

- 10.2 The duties of the Committees shall be to carry out the goals and objectives set by the Board at the annual planning meeting. In regard to the special work suggested by the respective titles; to investigate, make recommendations and reports on specific matters referred to them by the Board. Each Committee shall submit to the Board a report overview and review of its proceedings at least once a year.

#### **Article 11 AUDITORS**

- 11.1 Auditors shall be appointed annually by the Board and they shall audit the books and accounts of the Chamber each year. The year end of the Chamber is December 31. An audited financial statement shall be presented by the Treasurer to the Membership within the first ninety days of the year and at any other time required by the Board of Directors.

#### **Article 12 FISCAL YEAR**

- 12.1 The fiscal year of the Chamber shall commence on the 1st day of January in each year.

#### **Article 13 BY-LAWS**

- 13.1 By-laws may be made, repealed or amended by a minimum of seventy-five (75%) percent of the Members of the Chamber, present at any general meeting, by a "Special Resolution." Members shall be given twenty-one days or more notice of a meeting where such a Special Resolution would be presented by e-mail, mail, fax or telephone.

#### **Article 14 AFFILIATION**

- 14.1 The Chamber at the discretion of the Board shall have the power to affiliate with the Canadian Chamber of Commerce, the Alberta Chamber of Commerce, and other organizations in which Membership may be in the interests of the Chamber.

#### **Article 15 APPEALS**

- 15.1 When the Executive makes a decision to cancel the Membership of a person or organization under Section 3.11 or to suspend or terminate the office of an Officer or Director under Section 5.7, the Executive shall send a written Notice of Decision by mail to the person or organization in question. The Notice of Decision shall notify the person or organization of the cancellation of Membership or termination of office and shall advise the person or organization that they have a right to appeal the decision of the Executive. The person or organization may then appeal the decision of the Executive to the Board under Section 3.11 or to the Members under Section 5.7 by sending a Notice of Appeal to the Board within twenty days from the date on the Notice of Decision. The Board will set a date of hearing for the appeal within twenty days of the date on the Notice of Appeal. The date, time and place of the appeal shall be determined by the Board.
- 15.2 If the appeal is to be heard by the Members, the Board shall forthwith send out a special notice to the Members advising them of the date, time and place of appeal.

- 15.3 At the hearing of the appeal, the appellant may make oral or written submissions on their own behalf and may present other witnesses to also speak or submit written evidence on their behalf.
- 15.4 Following a hearing before the Board, the Board shall convoke in camera and a written Notice of Decision on Appeal shall be rendered to the appellant within twenty days of the appeal.
- 15.5 Following presentation of submissions before the Members, the appellant and the appellant's witnesses, if any, shall leave the hearing. The Members shall discuss the appeal in open forum until a consensus has been reached. Once a consensus has been reached, the Members shall draft a written Notice of Decision on Appeal which shall be sent forthwith by mail to the appellant.
- 15.6 There are no further appeals to the Executive, Board or Members from the Notice of Decision on Appeal.

**Article 16 REMUNERATION**

- 16.1 Unless authorized at any meeting and after notice of same shall have been given no Director, Officer or Member of the Chamber shall receive any remuneration for his services.

**Article 17 PROCEDURE**

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

**Article 18 MINUTES AND SEAL**

- 18.1 It shall be the duty of the Executive Assistant to attend all meetings of the Executive and of the Board, and to keep minutes of the same. The Executive Assistant shall have charge of the seal of the Board which seal whenever used shall be authenticated by the signature of the Secretary and the President, or in the case of the death or inability of either to act, the Vice-President. In case of the absence of the Secretary, his duties shall be discharged by such Officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.

**Article 19 INTERPRETATION**

- 19.1 In these by-laws, the use of the masculine gender shall be read as including the feminine gender.