

Nordegg Chamber of Commerce Association Bylaws

As at April 20, 2011

Table of Contents:

Article I: Name and Object.....2	Article VI: Meetings.....4
Section 1: Name.....2	Section 31: Annually4
Section 2: Meeting Place.....2	Section 32: Regular.....4
Section 3: Non-Sectional & Sectarian2	Section 33: Special4
Article II: Interpretation.....2	Section 34: Board Meetings4
Section 4: Meaning of 'Chamber'2	Section 35: Notice4
Section 5: Meaning of 'Board'2	Section 36: Quorum5
Article III: Membership2	Section 37: Minutes.....5
Section 6: Persons Eligible.....2	Section 38: Signing of Minutes.....5
Section 7: Organizations Eligible2	Section 39: Access to books5
Section 8: Member Proposed.....2	Article VII: Voting Rights5
Section 9: Right to Attend.....2	Section 40: Every Member.....5
Section 10: Term2	Section 41: Method5
Section 11: Retire.....2	Section 42: Tie5
Section 12: Removal2	Section 43: Majority.....5
Section 13: Honourary.....2	Article VIII: Bylaws5
Section 14: Expelled.....2	Section 44: Notice to Change5
Article IV: Dues and Assessments.....2	Section 45: Binding5
Section 15: Amount2	Article IX: Fiscal Year5
Section 16: Other Assessments.....3	Section 46: Period.....5
Article V: Officers and Board.....3	Article X: Auditors5
Section 17: Officers3	Section 47:5
Section 18: Replacement3	Section 48: Payment5
Section 19: Suspension.....3	Article XI: Seal6
Section 20: Powers3	Section 49: Custody of the seal6
Section 21: Duties3	Article XII: Procedure6
Section 22: Quorum3	Section 50: Roberts Rules6
Section 23: Bylaws3	Section 51: Dissolution.....6
Section 24: Appointments3	Section 52: Conflict of Interest6
Section 25: Suspend3	Section 53: Indemnity.....6
Section 26: Expenses.....3	Article XIII: Definitions:.....6
Section 27: Oath.....4	
Section 28: Openness4	
Section 29: Public Pronouncement4	
Section 30: Purpose4	

Article I: Name and Object

Section 1: Name

The registered name of this organization will be the "Nordegg Chamber of Commerce Association" which operates as the "Nordegg Chamber of Commerce".

Section 2: Meeting Place

The usual place of meeting will be in the district of Nordegg, Alberta.

Section 3: Non-Sectional & Sectarian

The Nordegg Chamber of Commerce will be non-sectional and non-sectarian and will not promote or seek to advance, nor will it adopt views or policies against any religious or ethnic group. The Chamber will not lend its support to or work against any candidate for any public office.

Article II: Interpretation

Section 4: Meaning of 'Chamber'

"The Chamber" means the "Nordegg Chamber of Commerce" as a body.

Section 5: Meaning of 'Board'

"Board" means the "Board of Directors of the Nordegg Chamber of Commerce".

Article III: Membership

Section 6: Persons Eligible

Any reputable person, directly or indirectly, engaged or interested in trade, commerce, or the economic and social welfare of the district, and who pays the membership fee and is approved by the Board, will be 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 7: Organizations Eligible

Associations, corporations, societies, partnerships, or estates directly or indirectly engaged or interested in trade, commerce, or the economic and social welfare of the district, who pay the membership fee and are approved by the Board, may become members of The Chamber.

Section 8: Member Proposed

At any general meeting of The Chamber, any member in good standing may propose any eligible person or organization as a candidate for becoming a member of The Chamber, providing such candidate will agree if admitted, to be governed by the bylaws and policies of The Chamber.

Section 9: Right to Attend

If a membership approval is carried by a majority of the members of The Chamber present at any general

meeting, the person or organization will be a member of the Chamber and will have the right to attend general, annual and special meetings of The Chamber and be subject to all the rights and obligations of the other members.

Section 10: Term

Membership is for a 12 month period which will end the day of the Annual General Meeting which is held sometime in November. Payment of annual membership fees will be due at or before the Annual General Meeting. Membership will 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 Board.

Section 11: Retire

Any member of The Chamber who intends to retire or to resign his membership may do so at any time upon giving to the secretary ten days notice in writing and upon discharging any lawful liability standing upon the books of The Chamber against him/her at the time of notice.

Section 12: Removal

The Board may remove from the roll of members 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 their dues within three months of the date they fall due. Upon such action by the Board all privileges of membership will be forfeited.

Section 13: Honourary

Persons who have distinguished themselves by some admirable or public service may be elected honorary members by a majority vote of The Chamber. Such recognition will be for a term of one year and may be repeated. Honourary membership will include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.

Section 14: Expelled

Any member of The Chamber may be expelled by a two-thirds (2/3) vote of the Board for any cause the Board may deem reasonable. The member will be at liberty to appeal the decision of the Board directly to the membership at the next general meeting.

Article IV: Dues and Assessments

Section 15: Amount

The Board will determine the annual dues payable by members of The Chamber subject to the approval of a general meeting whenever a change in the original amount is involved.

Section 16: Other Assessments

Other assessments may be levied against all members, providing they are recommended by the Board and approved by a majority of the members present at a general meeting of The Chamber. The notice calling the general meeting will state the nature of the proposed assessment.

Article V: Officers and Board

Section 17: Officers

A president, vice president, secretary, and treasurer will be the officers or executive and 5 other members will be elected from among the members as directors each year at the annual general meeting by ballot and will form the Board. They will remain in office for two years or until their successors are appointed except for the first year where half of the board will have a term of only one year. In each subsequent year half of the board is re-elected.

Specifically, in the first year a president, secretary, and 2 directors are elected for a term of 2 years and a vice president, treasurer, and 3 directors are elected for a term of 1 year. In each subsequent even year; a vice president, treasurer, and 3 directors are re-elected for a 2 year term. In each subsequent odd year; a president, secretary and 2 directors are re-elected for a term of 2 years.

Section 18: Replacement

Where a member of the Board dies or resigns or is absent from three consecutive meetings of the Board, the Board may, at any meeting after, elect a member of the organization to be a member of the Board, in the place of the member who had died or resigned, or is absent.

Section 19: Suspension

Any officer or Board member may be suspended from his office or have his tenure of office terminated, if in the opinion of the Board of Directors he is grossly negligent in the performance of any of his duties or for just cause. The officer or Board member so suspended or whose tenure of office has been terminated will be at liberty to appeal the decision of the Board directly to the membership at the next general meeting.

Section 20: Powers

The Board will have the general power of administration and will manage the affairs and business of The Chamber. In addition to the powers and authorities of these bylaws, the Board may exercise all powers of The Chamber and do all lawful acts and things not by statute in these bylaws directed or required to be exercised or done by the members of the Chamber at a general meeting.

Section 21: Duties

The Board will, in addition to the powers hereby expressed, have such powers as are assigned to them by any bylaw of The Chamber.

- (a) To use their best efforts at all time to promote the objects of The Chamber and to exercise all of their duties in the best interest of The Chamber;
- (b) To provide direct liaison with businesses and members and to bring to the attention of the Board the concerns of members;
- (c) To advise the executive on matters of policy which arise during the course of the year provided that such are not inconsistent with policies arrived at by the annual general meeting;
- (d) To manage the affairs of The Chamber;
- (e) To safeguard and ensure the exercise of due diligence in the management of the funds held by The Chamber;
- (f) To attend meetings as and when called;
- (g) No member of the Board will enter into any business arrangement in which he/she has a direct or indirect interest with The Chamber except on a competitive basis and having declared any interest he/she will refrain from voting; and,
- (h) Will treat all discussions and information learned through their positions as confidential until a position has been ratified by the Board.

Section 22: Quorum

Any five (5) or more members of the Board, lawfully met, will be a quorum and a majority of such quorum may do all things within the powers of the Board.

Section 23: Bylaws

The Board will frame bylaws, rules and regulations as appear best adapted to promote the welfare of The Chamber and will submit them for adoption, at a general meeting of The Chamber, called for that purpose.

Section 24: Appointments

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 action as the Board may request.

Section 25: Suspend

The Board may suspend any chairperson of a committee from office or have his office terminated for just cause. The Board may terminate any committee.

Section 26: Expenses

No paid employee of The Chamber will be a member of the Board or executive committee. Officers and/or

board members of The Chamber will receive no remuneration for services rendered, but the Board may grant any Officer and/or Board member reasonable expense monies by majority vote.

Section 27: Oath

The president and vice-president, before taking office, will 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 Nordegg 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 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.

Section 28: Openness

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

(Note: This is optional. There may be discussions where the Board needs to discuss in confidence. If the meetings are open and an in-camera session is necessary do so at the end of the meeting.)

Section 29: Public Pronouncement

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 30: Purpose

- (a) The president will preside, as neutral Chair, at all meetings of The Chamber and Board. He will regulate the order of business at meetings, receive and allow lawful motions and communicate to the meeting what he may think concerns The Chamber. The president will with the secretary, sign all papers and documents requiring signature on behalf of The Chamber, unless someone else is designated by the Board. It will be the duty of the president to present a general report of the activities of the year at the annual meeting.
- (b) The vice-president will act in the absence of the president and in the absence of both these officers; the meeting will appoint a chair to act temporarily.
- (c) The treasurer will have charge of all funds of The Chamber and will deposit, or cause to be deposited in a chartered bank, selected by the Board. Out of such funds he will pay amounts approved by the Board and will keep a regular account of the income and expenditure of The Chamber and submit an audited statement for

presentation to the annual general meeting and at any other time required by the Board. He will make such investment of the funds of The Chamber as the Board may direct. He will, with the president, sign all notes, drafts, and cheques.

- (d) The secretary will be responsible to the Board for the general control and management of business and affairs. He will be responsible for keeping the books of The Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and will perform all such other duties as properly pertained to his office. He will, with the president, sign and when necessary, seal with the seal of The Chamber, of which he will have custody, all papers and documents requiring signature or execution on its behalf. He will maintain an accurate record of the proceedings of The Chamber and of the Board. At the expiration of his term of office the secretary will deliver to The Chamber all books, papers and other property of The Chamber.

Article VI: Meetings

Section 31: Annually

The annual general meeting of The Chamber will be held in the month of November in each year at the time and place determined by the Board. At least fourteen (14) days notice of the annual general meeting will be given by mail, e-mail, fax or telephone.

Section 32: Regular

Regular general meetings of The Chamber will be held at least quarterly 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 33: Special

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 meetings will be given by mail, e-mail, fax or telephone.

Section 34: Board Meetings

The Board will meet from time to time as may be necessary to carry on the business of The Chamber.

Section 35: Notice

Notice of all meetings, naming the time and place of assembly, will be given by the secretary. A notice inserted in one or more of the newspapers published within the district or a circular letter signed by the secretary and mailed to the last known address of each member will also serve as sufficient notice.

Section 36: Quorum

At any annual, general or special meeting 5 members will be a quorum and, unless otherwise specifically provided, a majority of members present will be competent to do and perform all acts which are directed to be done at any meeting.

Section 37: Minutes

Minutes of the proceedings of all annual, general, special and Board meetings will be entered in books to be kept for that purpose, by the secretary.

Section 38: Signing of Minutes

The entry of minutes will be signed by the person who presides at the meetings at which they are adopted.

Section 39: Access to books

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 VII: Voting Rights

Section 40: Every Member

Every member in good standing represented at any annual, general, or special meeting will be entitled to one vote providing that the vote of an association, corporation, society, partnership, or an estate member will, in each case be assigned to individuals.

Section 41: Method

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

Section 42: Tie

The presiding chair will vote only in the case of a tie. Upon an appeal being made from decision of the presiding chair, the vote of the majority will decide.

Section 43: Majority

Motions or amendments will be carried at any annual, general, special or Board meeting by a majority vote unless otherwise provided in these bylaws.

Article VIII: Bylaws

Section 44: Notice to Change

Bylaws shall not be rescinded, altered or added to except by Special Resolution. A Special Resolution requires that:

(a) At least 21 days notice be given of a general meeting specifying the intention to propose the Special Resolution.

(b) And at that meeting the Special Resolution passes by a vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.

Section 45: Binding

The bylaws will be binding on all members of The Chamber, its officers, directors and all other persons lawfully under its control.

Article IX: Fiscal Year

Section 46: Period

The fiscal year of The Chamber will commence on the 1 day of August in each year.

Article X: Auditors

Section 47:

(TWO OPTIONS:)

1. Auditors will be appointed by the members present at the annual general meeting and they will audit the books and accounts of The Chamber at least once in each year. An audited financial statement will be presented by the treasurer at each annual general meeting.

OR

2. Two qualified members will be appointed at the annual general meeting to independently review the year end statements.

Section 48: Payment

The Board of the Chamber 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 immoveable 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.

Article XI: Seal

Section 49: Custody of the seal

The secretary will have custody of the seal of The Chamber. Any two of the signing authorities of The Chamber will be authorized to affix the seal.

Article XII: Procedure

Section 50: Roberts Rules

Parliamentary procedure will be followed at all annual, general, special and Board meetings, in accordance with "Roberts Rules of Order Newly Revised".

Section 51: Dissolution

Distribution of Assets on Dissolution of The Chamber – 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.

Section 52: Conflict of Interest

Conflict of Interest – 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).

Section 53: Indemnity

Indemnity – Every Board member of The Chamber and their heirs, executors and administrators, estates and effects, respectively, will at all time be indemnified and saved harmless out of the funds of The Chamber, from and against:

- (a) All costs, charges and expenses which a Board member may sustain or incur in any action, suit or proceeding that is commenced against him or in respect of any act done or permitted by him in good faith, in carrying out the duties of a Board member; and,
- (b) All other costs, charges, and expenses which he may sustain or incur in relation to the affairs of The Chamber, except such costs, charges or expenses as are occasioned by his own dishonesty, wilful neglect or default.

Article XIII: Definitions:

Non-partisan - free from political party affiliation or bias

Non-sectarian - not limited to or associated with a particular religious denomination

Non-sectional - not concerned with a particular group to the exclusion of others