

**BYLAWS  
OF THE  
SLAVE LAKE & DISTRICT CHAMBER OF COMMERCE**

February 3, 2014

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**I. LEGAL NAME & INTERPRETATION**

- 1.1 The legal name of this organization shall be the Slave Lake & District Chamber of Commerce Society
- 1.2 Wherever the words “The Chamber” occur in these Bylaws, they shall be understood to mean “The Slave Lake & District Chamber of Commerce Society” as a body.
- 1.3 Wherever the words “Board of Directors” occur in these Bylaws, they shall be understood to mean the “Board of Directors of the Slave Lake & District Chamber of Commerce Society”.

**II. MEMBERSHIP**

- 2.1 Any reputable person, directly or indirectly, engaged or interested in trade, commerce, or the economic and social welfare of the district, and who pay the membership fee and are approved by the Board of Directors, shall be eligible for membership in the Chamber, providing such candidate shall undertake, if admitted, to be governed by the Bylaws and objectives of the Chamber
- 2.2 Association, Corporation, Society, 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 of Directors, may become members of the Chamber.
- 2.3 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 shall undertake, if admitted, to be governed by the Bylaws and objectives of the Chamber.
- 2.4 If such proposal is carried by a majority of the members of the Chamber then present, such person or organization shall thenceforth be a member of the Chamber and shall have all the rights and be subject to all the obligations of the other members.

- 2.5** Membership is for a twelve month period commencing in the month of approval of membership. Payment of all annual membership fees shall be due within thirty days of the beginning of the fiscal year of January through December. Membership shall continue from the time of admittance until a member has resigned in accordance with the provision of these Bylaws or has been removed from the roll of members by action of the Board of Directors. Those wishing to become members after July 1 may join for a fee of 50% of the current annual fee, with full dues payable for future years.
- 2.6** The Board of Directors may remove from the roll of members the name of any member failing to pay his annual dues within thirty days of the date they fall due. Upon such action by the Board of Directors all privileges of membership shall be forfeited.
- 2.7** Any member of the Chamber who intends to retire therefrom or to resign his membership may do so upon giving to the Board of Directors through the office ten days notice in writing of such intention and upon discharging any lawful liability, which is standing upon the books of the Chamber against him/her at the time of such notice.
- 2.8** 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 shall be for a term of one year and may be repeated. Honorary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.
- 2.9** Any member of the Chamber may be expelled by a two-thirds vote of the Board of Directors for any cause that the Directors may deem reasonable. The member shall be at liberty to appeal the decision of the Board of Directors directly to the Membership at the next general meeting.

### **III. DUES AND ASSESSMENTS**

- 3.1** The Board of Directors shall determine the annual dues payable by members of the Chamber and this is subject to the approval of a general meeting whenever a change in the original amount is involved.

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

#### **IV. OFFICERS AND BOARD**

- 4.1 A President, Vice-President, Treasurer shall be the Officers and at least seven other members to a maximum of twelve members shall be elected from among the members each year at the annual general meeting and shall form the Board of Directors. They shall remain in office for a two year term with the President's position to be elected on the alternate year, not serve more than two consecutive terms for a maximum term of four years and after serving the maximum term of office, not be eligible for re-election to the board for a minimum of one year.**

- 4.2. The President shall:**

- 4.2.1 Be the President of the Chamber**
- 4.2.2 Be an ex-officio member of all committees**
- 4.2.3 Shall when present, preside at all the meetings of the Chamber**
- 4.2.4 Be the primary spokesperson for the Chamber unless the function is delegated otherwise.**
- 4.2.5 Will oversee the office administration.**

- 4.3 The Vice-President shall:**

**Assume the duties of the President in their absence**

- 4.4 The Treasurer shall:**

**Ensure that adequate financial reporting systems are in place to conduct effectively the Chambers' business.**

- 4.5 In the event of a vacancy among the Board of Directors, the need to fill same and by who shall be determined by the majority of the remaining members. In the event of the President's resignation, the Vice-President shall take on the President's responsibilities.**

- 4.6 Where a member of the Board of Directors dies or resigns his office or is absent from two consecutive meetings of the Board of Directors, the Board of Directors may, at any meeting thereof, elect a member of the organization to be a member of**

**the Board of Directors, in the place of the member who had died or resigned or is absent.**

- 4.7 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, providing however, that any officer of the Board so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the Board of Directors directly to the Membership at the next general meeting.**
- 4.8 The Board of Directors shall have the general power of administration and shall manage the affairs and business of the Chamber. In addition to the powers and authorities of these bylaws expressly conferred upon them, the Directors may exercise all such powers of the Chamber and do all such lawful acts and things as are not by statute by these bylaws directed or required to be exercised or done by the members of the Chamber at a general meeting.**
- 4.9 The Board of Directors shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any bylaw of the Chamber. Duties may be specified as;**
- a) to use their best efforts at all time to promote the objectives of the Chamber and to exercise all of their duties in the best interest of the Chamber;**
  - b) to provide direct liaison with Community Chambers and Corporate members and to bring to the attention of the Board the concerns of such 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 shall enter into any business arrangement in which he has a direct or indirect interest with the Chamber except on a competitive basis and having declared any interest therein he shall refrain from voting thereon.**

- 4.10 Any five or more 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.**
- 4.11 The Board of Directors 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.**
- 4.12 The Board of Directors, or, at its request, the President, may appoint committees or designate members of the Board of Directors or of the Chamber or others to examine, consider and report upon any matter or take such action as the Board of Directors may request.**
- 4.13 The Board of Directors may suspend any chairman from office or have his office terminated for just cause. The Board of Directors may terminate any committee.**
- 4.14 No paid employee of the Chamber shall be a member of the Board or executive committee. Officers of the Chamber shall receive no remunerations for services rendered, but the Board of Directors may grant any of these said officers reasonable expense monies by majority vote.**
- 4.15 The president and vice-president, before taking office, shall, at the next board meeting, take and subscribe an oath in the following form:  
“I swear that I will faithfully and truly perform my duty as President/Vice-President of the Slave Lake & 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”.**
- 4.16 The meetings of the Board of Directors shall be opened to all members of the Chamber, who may attend but may not take part in any of the proceedings.**
- 4.17 No public pronouncement in the name of the Chamber may be made unless authorized by the Board of Directors or by some**

**person to whom the Board of Directors has delegated this authority.**

- 4.18 The President shall preside, Chair, at all meetings of the Chamber and Board of Directors. He 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 with the Office Manager, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Board of Directors. It shall be the duty of the President to present a general report of the activities of the year at the Annual Meeting.**
- 4.19 The Vice-President shall act in the absence of the president and in the absence of both these officers; the meeting shall appoint a chairman to act temporarily.**
- 4.20 The Treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a chartered bank, selected by the Board of Directors. Out of such funds they shall pay amounts approved by the Board of Directors 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 of Directors. They shall make such investment of the funds of the Chamber as the Board of Directors may direct. They shall, with the President, sign all notes, drafts, and cheques.**
- 4.21 The Board of Directors shall appoint the position of the Office Manager. The Office Manager shall be the executive officer of the Chamber and shall be responsible to the Board of Directors for the general control and management of business and affairs. They shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official letters, preserving all official documents and shall perform all such other duties as properly pertained to that office. They shall, with the President, sign when necessary, seal with the seal of the Chamber, of which they shall have custody, all papers and documents requiring signature or execution on its behalf. They shall maintain an accurate record of the proceedings of the Chamber and of the Board of Directors.**

**V. MEETINGS**

- 5.1 The Annual General Meeting shall be held in the month of February in each year at the time and place determined by the Board of Directors. One week's notice of the Annual General Meeting shall be given by mail, e-mail, fax or telephone.**
- 5.2 The Executive shall be elected at the Annual General Meeting,**
- 5.3 Regular meetings of the Chamber shall be held at least 9 times per year at dates and time to be determined by the executive committee at the time and place determined by the Board of Directors. At least one week notice of such meeting shall be given by mail, e-mail, fax or telephone.**
- 5.4 Special general meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by any five members of the Board of Directors, or any ten members of the Chamber. At least one week notice of such meeting shall be given by mail, e-mail, fax or telephone.**
- 5.5 The Board of Directors shall meet at least 9 times per year to carry on the business of the Chamber.**
- 5.6 Notice of all meetings, and minutes of previous meetings, naming the time and place of assembly, shall be given by the Office Manager. At least one week notice of such meeting shall be given by mail, e-mail, fax or telephone.**
- 5.7 At any annual, general or special meeting five members in good standing 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.**
- 5.8 Minutes of the proceedings of all general and Board of Director meetings shall be entered in books to be kept for that purpose, by the Office Manager.**
- 5.9 The entry of such minutes shall be signed by the person who presides at the meetings at which they are adopted.**

- 5.10 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 of Directors and arranging a time satisfactory to the Treasurer. Directors shall have access to such books and records at all reasonable times. The books of the Chamber shall not be available at any time to non-Chamber members.**

## **VI. VOTING RIGHTS**

- 6.1 Every member in good standing represented at any general meeting shall delegate one voting member, who represents the total number of votes indicated by their membership fee. The attending member shall have been a member for at least 30 days prior to being eligible to vote. Such votes must be made in person and not by proxy or otherwise.**
- 6.2 Voting at Board or general meetings shall normally be by show of hand, or if requested by the Chairman, by standing vote. 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.**
- 6.3 Upon an appeal being made from decision of the presiding officer, the vote of the majority shall decide.**
- 6.4 Motions or amendments shall be carried at any Board or general meeting by a majority vote unless otherwise provided in these bylaws.**

## **VII. BYLAWS**

- 7.1 Bylaws may be made, repealed or amended by a majority of the members of the Chamber, present at any general meeting by special resolution, provided notice of such proposal has been given in writing, by one member and seconded by another at a previous general meeting and duly entered as a minute of the Chamber.**
- 7.2 Such bylaws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control.**



## VIII. FISCAL YEAR

- 8.1 The fiscal year of the Chamber shall commence on the 1<sup>st</sup> day of January in each year.

## IX. AUDITORS

- 9.1 Auditors shall be appointed by the members present at the Annual Meeting and they shall ~~audit~~ review the books and accounts of the Chamber at least once each year. A audited reviewed financial statement shall be presented by the Treasurer at each Annual Meeting and at any other time required by the Board of Directors. A formal audit can be completed at the request of the membership every five (5) years or as decided otherwise.”

- 9.2 The Board of Directors of the Chamber may, when deemed expedient;
- a) For the purpose of carrying out its objectives, 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 shall be exercised only under the authority of the Chamber, and in no case shall 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 such guarantees, to secure payment of its loans or the carrying out of its obligations.

- 9.3 The signing officers for the Chamber shall be the President, Vice-President, Treasurer, Executive Member, and the Office Manager.

## X. SEAL

- 10.1 The Office Manager shall keep the seal of the Chamber. Any two of the signing authorities of the Chamber shall be authorized to affix the seal.

## XI. PROCEDURE

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

**XII. CONFLICT OF INTERST CLAUSE**

**“No member of the Executive or Board of Directors 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 Director/Board member, their employer or their immediate family (parents, spouse, children, brothers, sisters or in-laws).”**

**XIII. INDEMNITY**

**The Chamber hereby agrees to indemnify and save harmless, the Executive and Members of the Chamber for all actions undertaken by them on behalf of the Chamber in respect to any liability, costs, charges or expenses that they or any of them sustain or incur, not as a result of fraud, dishonesty, wilful neglect or wilful default.**