

DIDSBURY & DISTRICT CHAMBER OF COMMERCE BY-LAWS

ARTICLE ONE - NAME AND OBJECTIVES

- 1.01 The name of this organization shall be the **DIDSBURY AND DISTRICT CHAMBER OF COMMERCE**.
- 1.02 The objectives of the Didsbury and District Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic and social welfare of the district.
- 1.03 The mission of the Didsbury and District Chamber of Commerce is to support, promote, nurture, and educate for the improvement of our business community, **and shall be non-sectional in its operations**.
- 1.04 The usual place of meetings of Members shall be in the Town of Didsbury, in the Province of Alberta.
- 1.05 The Didsbury and District Chamber of Commerce shall be **nonpartisan** and shall not lend its support to any candidate for public office.

ARTICLE TWO - INTERPRETATION

- 2.01 In these by-laws "Chamber" means the Didsbury and District Chamber of Commerce.
- 2.02 In these by-laws "Council" means the Council as established pursuant to Section 5.01.
- 2.03 In these by-laws "District" means that area, within and for which the Chamber was established, as defined in the Certificate of Registration under the *Boards of Trade Act (Canada)*.
- 2.04 In these by-laws "Member" means a member in good standing of the Chamber.
- 2.05 In these by-laws the singular shall include the plural and the plural shall include the singular.
- 2.06 In these by-laws reference to a specific gender is to be interpreted as meaning both genders.**

ARTICLE THREE - MEMBERSHIP

- 3.01 Associations, corporations, societies, individuals or partnerships, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the District may become a Member, on application for membership to the Council and payment of the required membership fee. Council may decline an application for membership from any applicant not qualified for membership.
- 3.02 **A membership year shall follow the same time frame as the Fiscal Year of the Didsbury & District Chamber of Commerce as set in the By-Laws.**
- 3.03 Any Member who intends to resign from the Chamber may do so upon giving to the secretary notice in writing of such intention.
- 3.04 There shall be three classes of Members:
 - 3.04.1 Full Members - Members in good standing admitted in accordance with paragraph 3.01.

- 3.04.2 Life Members - Individuals who have been admitted from time to time as such by the Council.
- 3.04.3 Honourary Membership will be available to groups within the community, as approved by the Council, upon application. An Honourary Membership shall be for a period of one year.
- 3.05 Life Members shall not be required to pay annual dues and shall not be entitled to vote at meetings of the Chamber.
- 3.06 Honourary Members shall not be required to pay annual dues and shall not be entitled to vote at meetings, or hold an office position with the Chamber.
- 3.07 Any Member may be expelled by a two-thirds vote of the Council for cause assigned. Any Member so expelled may appeal the decision of the Council to the Members at the next general meeting of Members.

ARTICLE FOUR – DUES

- 4.01 The annual **membership** dues shall be **reviewed** annually **and revised as needed by Council**.

ARTICLE FIVE - OFFICERS AND COUNCIL

- 5.01 The officers of the Chamber shall be a President, Immediate Past President, Vice President, Secretary and Treasurer. The Council shall consist of the officers and not more than five directors at-large. All members of Council, other than the Past President, shall be elected annually at the Annual General Meeting of Members. The officers and directors at-large shall hold offices until the next Annual General Meeting or until their successors are elected. No person who is not a Full Member may be elected as an officer or director at-large of the Chamber.
- 5.02 Any officer or director at-large may be removed from office by the Council if the officer or director at-large ceases to be a member of the Chamber or if, in the opinion of the Council, the officer is grossly negligent in the performance of duties or if the officer or director at-large is absent from three consecutive meetings of the Council **without just cause. The validity of such just cause will be determined by the council and their decision will be final, pending appeal.** Any officer **or director at large** so removed may appeal the decision of the Council to the Members at the next general meeting.
- 5.03 Where an officer or director at-large is removed from office and does not appeal such removal or dies or resigns office, the Council may appoint a Member to serve the remaining term of that officer or director at-large.
- 5.04 The Council **has been vested with the authority to conduct the day to day business affairs of the chamber. Such authority shall not be abused nor be inconsistent with the provisions of the Boards of Trade Act (Canada).**
- 5.05 A simple majority of the members of the Council shall form a quorum at a meeting of Council and a majority of such quorum may do all things within the powers of the Council.
- 5.06 The Council may adopt rules and regulations for the Chamber, provided that such rules and regulations shall not come into effect until approved at a general meeting of Members. The notice calling such general meeting shall state the nature of the proposed rules or regulations.
- 5.07 The President or Council may appoint committees to examine, consider and report upon any matter or take such action or manage such activities as may be determined.
- 5.08 No paid employee of the Chamber shall be a member of Council. Members of Council shall not receive remuneration for services rendered, but the Council may reimburse any member of Council for reasonable expenses incurred in the course of the officer's duties.

- 5.09 The President and Vice President shall, before taking office, take and subscribe before the Mayor, or acting Mayor, of the Town of Didsbury an oath in the following form:
- "I swear (or affirm) that I will faithfully and truly perform my duty as _____ of the Didsbury and District Chamber of Commerce, and that I will, in all matters **as I truly and conscientiously believe to be** appropriate, promote the objectives for which the said Chamber was constituted according to the true intent and meaning of the same. (So help me God.)"
- 5.10 Meetings of the Council **with the exception of "in camera" meetings** shall be open to all Members.
- 5.11 No public pronouncement in the name of the Chamber may be made unless authorized by the Council or by some person to whom the Council has delegated this authority.
- 5.12 a) The President shall preside at all meetings of the Members and Council and shall, with the Secretary, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Council. It shall be the duty of the President to present a general report of the activities of the year at the Annual General Meeting.
- b) The Vice-President shall act in the absence of the President. In the absence of both officers, a meeting shall appoint a chairman to act temporarily.
- c) 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, treasury branch or credit union selected by the Council. The Treasurer shall keep, or cause to be kept, a regular account of the income and expenditures of the Chamber, shall present a current financial statement at each meeting of the Council and shall submit an audited statement for presentation to the Annual General Meeting and at any other time required by the Council. The Treasurer shall make such investment of the funds of the Chamber as the Council may direct and shall, with the President and/or other assigned signing authorities, sign, or cause to be signed, all notes, drafts and cheques.
- d) The Secretary shall have custody of the seal of the Chamber and have custody of the records of the Chamber, conduct its correspondence, retain copies of all official documents and perform all such other duties as properly pertain to the office. The Secretary shall, with the President, sign and when necessary, seal with the seal of the Chamber all papers and documents requiring signature or execution on its behalf. The Secretary shall maintain an accurate record of the proceedings of the Chamber and of the Council.
- 5.13 The Council may by resolution from time to time delegate any of the responsibilities of an officer of the Chamber to an employee of the Chamber.
- 5.14 The Council shall meet from time to time as may be necessary to carry on the business of the Chamber, and in any event not less than once every two months.
- 5.15 Notice of all meetings of the Council, naming the time and place of meeting, shall be given by the President or Secretary. Notice given by voice, in writing, by e-mail or facsimile not later than 24 hours prior to a meeting shall constitute sufficient notice.

ARTICLE SIX – MEETINGS OF MEMBERS

- 6.01 The Annual General Meeting of the Members shall be held in the month of May in each year at the time and place determined by the Council. At least two weeks' notice of the Annual General Meeting shall be given to all Members.
- 6.02 Regular General Meetings of the Members shall be held not less often than once every second month, except for the months of July, August, and October, on a day and at a time and place designated by the Council.

- 6.03 Special meetings of the Members may be held at any time at the direction of the President, or if requested in writing by any three Council members or any ten Members. At least one week's notice of such meeting shall be given and the notice shall include information sufficient to permit members to make reasoned decisions as to the business to be brought before the Special Meeting.
- 6.04 Notice of meetings required to be given to Members in accordance with these by-laws may be given by:
- 6.04.1 Publication in a newspaper of general circulation in Didsbury & District not less than two weeks prior to the date of a meeting;
 - 6.04.2 Delivery of a written notice by mail addressed to the last known addresses of Members, mailed not less than two weeks prior to the date of a meeting; or
 - 6.04.3 Delivery of a notice by electronic communication, including facsimile and e-mail, addressed to the last known such addresses of Members, sent not less than two weeks prior to the date of a meeting.
- 6.05 At any meeting of Members, ten Members shall form a quorum and, unless otherwise specifically provided, a majority of Members present may conduct all business which is to be done at any such meeting.
- 6.06 Minutes of the proceedings of all meetings of the Members and of the Council shall be entered in books to be kept for that purpose, by the Secretary.
- 6.07 The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
- 6.08 All books of the Chamber shall be open to review at all reasonable hours to any Member without charge.

ARTICLE SEVEN - VOTING

- 7.01 Voting at Council or meetings of Members shall be by a show of hands. A roll call vote or secret ballot shall be taken if requested by any Member.
- 7.02 The presiding officer shall be entitled to vote on all questions, but shall not have a second or casting vote. In the case of a tie vote, the question shall be defeated.
- 7.03 Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.
- 7.04 Motions or amendments shall be carried at any Council or meeting of Members by a majority vote unless otherwise provided in these by-laws or rules or regulations of the Chamber.

ARTICLE EIGHT - BY-LAWS

- 8.01 By-laws may be made, replaced or amended by a majority of the Members present at any general meeting, notice of such proposal having been given at a previous general meeting and duly entered in the minutes of the Chamber.
- 8.02 Amendments to by-laws shall come into force and be acted upon only when they have been approved by the minister of the Government of Canada having the responsibility under the *Boards of Trade Act (Canada)*.

ARTICLE NINE - AFFILIATION

- 9.01 The Chamber may affiliate with, or become a member of, the Canadian Chamber of Commerce, the Alberta

Chamber of Commerce, or any other organization to which membership may be in the interests of the Chamber.

ARTICLE TEN - FISCAL YEAR

10.01 The fiscal year of the Chamber shall commence on the first day of May in each year.

ARTICLE ELEVEN - AUDITORS

11.01 **An auditor or independent reviewer** shall be appointed by the Council annually and shall review and approve the books and accounts of the Chamber at least once in each year. Financial statements reviewed and approved by the auditors shall be presented by the Treasurer at each Annual General Meeting and at any other time required by the Council. No member of Chamber Council shall be appointed as auditor.

ARTICLE TWELVE - PROCEDURE

12.01 Parliamentary procedure shall be followed at all meetings of Council and of the Members in accordance with Robert's Rules of Order.

ARTICLE THIRTEEN - TRANSITIONAL

13.01 These by-laws shall come into force when they have been approved by the minister of the Government of Canada having the responsibility under the *Boards of Trade Act (Canada)*.

13.02 Until these by-laws come into effect in accordance with paragraph 13.01, the by-laws of the Chamber in effect on the date on which these by-laws are approved by the Chamber shall continue in full force and effect.

13.03 The officers and directors at-large of the Chamber in office on the date on which these by-laws come into force shall continue in office until the first Annual General Meeting held in accordance with these by-laws.

ARTICLE FOURTEEN – DISSOLUTION

14.01 **In the event of the dissolution of the Chamber, monies and property shall be handled as follows: The President shall, with the advice of the presiding Chamber Council, see that all outstanding debts and obligations of the Chamber are satisfied and the disposition of the Chamber's remaining funds and/or property of same are disposed of according to the wishes of the majority of the Chamber's , membership. If a consensus of agreement on how to dispose of any resulting remaining funds and/or property cannot be arrived at, then these funds and/or property will be turned over to the Town of Didsbury, in trust, until such agreement can be arrived at.**

DATED this 15th day of **January, 2009**

PRESIDENT
Margo E. Ward

SECRETARY
William Anthony

APPROVED BY THE MINISTER DATED this _____ day of _____, 2009
