

Vauxhall & District  
Chamber of Commerce

**BYLAWS**

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## **1. Name and Object**

### **1.1 Name:**

The name of this organization shall be the Vauxhall & District Chamber of Commerce.

### **1.2 Object:**

The object of the Vauxhall & District Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic, and social welfare of the district served by this organization.

### **1.3 Meeting Place:**

The usual place of meeting shall be in the town of Vauxhall, Alberta.

### **1.4 Candidates for Public Office:**

The Vauxhall & District Chamber of Commerce shall be non-sectional and non-sectarian, and shall not lend its support to any candidate for public office.

## **2. Interpretation**

### **2.1 Chamber:**

Wherever the words "The Chamber" occur in these Bylaws, they shall be understood to mean the "Vauxhall & District Chamber of Commerce" as a body.

### **2.2 Board:**

Wherever the words "Board of Directors" occur in these Bylaws, they shall be understood to mean the "Board of Directors of the Vauxhall & District Chamber of Commerce".

### **2.3 District:**

Wherever the word "district" occurs in these By-Laws, it shall be understood to mean that area within, and for which, this Chamber was established.

### **2.4 Definition of Singular/Plural and Gender:**

When the context so requires, the singular number shall be read as if the plural were expressed and the provisions hereof shall be read with all grammatical changes necessary dependent upon the person referred to being a male, female, firm or corporation.

### **3. Membership**

#### **3.1 Qualifications:**

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

#### **3.2 Basis:**

Associations, Corporations, Societies, Partnerships, or Individuals 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.

#### **3.3 Nomination:**

At any 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 of The Chamber.

#### **3.4 Acceptance:**

If such proposal is carried by a majority of two-thirds of the members of The Chamber then present at a member's meeting, 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.

#### **3.5 Continuity:**

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 roll of members by action of the Board of Directors.

#### **3.6 Payment of Liabilities of Retiring Members:**

Any member of The Chamber who intends to retire there from or to resign their membership may do so at any time upon giving to the Secretary ten days notice in writing of such intention and upon discharging any lawful liability, which is standing upon the books of The Chamber against them at the time of such notice.

#### **3.7 Non-Payment of Fees:**

The Board of Directors may remove from the roll of members the name of any member who fails to pay annual dues within three months of the date they fall due. Upon such action by the Board of Directors all privileges of membership shall be forfeited.

### **3.8 Honorary Members:**

Persons who have distinguished themselves by some admirable or public service may be elected Honorary Members by a majority of two-thirds of the members of The Chamber then present at a member's meeting. Honorary Membership shall be for the life of such person or may be awarded posthumously unless membership is revoked in accordance with the By-laws or the Honorary Life Member withdraws from membership by giving to the Secretary ten days notice in writing of such intention. Honorary membership shall include all the privileges of active membership but are exempt from the payment of annual dues.

### **3.9 Expulsion:**

Any member of The Chamber may be expelled by a two-thirds vote of the Board of Directors. The member shall be at liberty to appeal the decision of the Board of Directors directly to the Membership at the next general meeting.

## **4. Dues and Assessments**

### **4.1 Dues:**

The annual dues payable by members of The Chamber shall be determined annually by the Board of Directors, subject to the approval of the general meetings whenever a change in the original amount is involved.

### **4.2 Assessment/Notice Required:**

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. Membership dues shall be non-refundable.

## **5. Officers and Council**

### **5.1 Elections:**

A President, vice-president, secretary, and, no fewer than eight (8) other directors shall be elected by a majority of the members present at the first quarterly meeting held in each year. The term of office shall be for one year, however, successive terms are allowed. The Immediate Past President shall automatically be nominated for the election to the Board of Directors.

### **5.2 Vacancies:**

Where a member of the Board of Directors dies or resigns his office or is absent from three consecutive meetings of the Board of Directors, the Board of Directors may, at any meeting thereof, appoint another member of The Chamber to be a member of the Board of Directors, in the place of the member who had died or resigned, or is absent.

### **5.3 Suspensions:**

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 to the Chamber, providing however, that any officer of Board members 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.

### **5.4 Administration:**

The Board of Directors 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 Alberta, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.

### **5.5 Board Power:**

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 by-law of The Chamber.

### **5.6 Board Quorum:**

Five of the elected or appointed directors, lawfully met, shall be a quorum for a meeting of the Board of Directors and a majority of such quorum may do all things within the powers of the Board.

### **5.7 By-Laws:**

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.

### **5.8 Committees:**

The Board of Directors may form or terminate any committee and set the mandate duties, and powers for any such committees. Remuneration (if any) for any committee activities shall be set by the Board of Directors. All committees will report to the Board of Directors. The Board of Directors may remove any committee member or suspend any committee chairperson from office or have his office terminated for just cause.

### **5.9 Office Manager:**

The Office Manager, if required as determined by a majority of the Board of Directors, will be a paid position and the hiring and oversight of that position will be done by the Board of Directors at such remuneration and terms as approved by them on an annual basis. No paid employee of The Chamber shall be a member of the Board. Officers of The Chamber shall receive no remuneration for services rendered, but the Board of Directors may grant any of these said officers reasonable expense monies.

#### **5.10 Oath of Office:**

The president, vice-president before taking office, shall take and subscribe before the Town of Vauxhall Mayor, a Notary Public, a Commissioner of Oaths, or a Justice of the Peace in and for the Province of Alberta, an oath in the following form:

*"I swear that I will faithfully and truly perform my duty as **(President/Vice-President)** of the Vauxhall & 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".*

#### **5.11 Open Meetings:**

The meetings of the Board of Directors shall be opened to all members of The Chamber, but not take part in any of the proceedings.

#### **5.12 Public Pronouncements:**

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.

#### **5.13 Duties of Officers:**

(a) The President shall preside 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 meaningful information as it pertains to The Chamber.

(b) The Vice-President shall act in the absence of the President. In the absence of both these officers, the meeting shall appoint a chairperson to preside over the meeting.

(c) The secretary shall provide the members with the time and place of all general meetings. The secretary will also ensure that notice is provided to members of any special meetings.

(d) The Office Manager or an elected Board Director who is duly appointed for these specific duties, shall cause all funds of the Chamber to be deposited in the financial institution selected by the Board of Directors. Out of such funds shall be paid amounts approved only by the Board of Directors. The Office Manager or appointed Board Director shall make such investment of the funds of The Chamber as the Board of Directors may direct. The Office Manager or appointed Board Director shall keep a regular accounting of the income and expenditure of The Chamber and prepare a financial report to be presented at each general meeting or any other time as required by the Board of Directors. The Board of Directors shall be responsible to provide an annual accounting of its financial affairs for presentation at the annual general meeting.

(e) The Office Manager, or an elected Board Director who is duly appointed for these specific duties, shall be responsible to the Board Directors for the general control and management of business and affairs. The Office Manager, or appointed Board Director, shall be responsible for keeping the books of The Chamber, conducting its correspondence, recording minutes of meetings, retaining copies of all official letters, preserving all official documents and shall perform all such other duties as properly pertained to that office.

(f) At the first Board of Directors meeting in the new fiscal year, the signing officers of the Chamber shall be decided upon. The President will have signing authority along with the Vice-President and at least one other Director. Any two of the designated signing officers shall sign (and seal when necessary) all cheques, papers and other documents requiring signature or execution on behalf of the Chamber. The Office Manager or Secretary, will be the caretaker of the official seal of the Chamber.

## **6. Meetings**

### **6.1 Annual General Meeting:**

The Annual Meeting of The Chamber shall be held no later than November in each year at the time and place determined by the Board of Directors. At least 15 days notice shall be given.

### **6.2 Regular General Meeting:**

Regular meetings of The Chamber shall be held quarterly at the time and place designated by the Board of Directors. At least 3 days notice of such meetings shall be given.

### **6.3 Special General Meeting:**

Special general meetings of The Chamber may be held at any time when summoned by the president, or requested in writing by any three members of the Board of Directors, or a majority of the members of The Chamber. At least fifteen days notice of such meetings shall be given.

### **6.4 Board Meeting:**

The Board of Directors shall meet at least quarterly to carry on the business of The Chamber. The meeting shall be called by the secretary at the instance of the President or the request of any two members of the Board of Directors.

### **6.5 Notice of Meetings:**

Notice of all meetings, naming the time and place of assembly, shall be given by the Office Manager to the last known address of each member whether by mail, fax or e-mail.

**6.6 Meeting Quorum:**

At any Annual meeting 9 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.

At any General meeting, 5 members shall be a quorum and, unless otherwise specifically provided, a majority of member's present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting.

**6.7 Minutes:**

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 Secretary or Office Manager.

**6.8 Signing of Minutes:**

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

**6.9 Accessibility of Books:**

All books of The Chamber shall be opened at all reasonable hours to any member of The Chamber, free of charge. The books of The Chamber shall not be available at any time, to non-Chamber members.

**7. Voting Rights**

**7.1 Voting of Members and Directors:**

Every member in good standing represented at any general meeting, and any Board member represented at any board meeting, shall be entitled to one vote providing that the vote of an Association, Corporation, Society or Partnership be assigned to an individual. Each member's vote shall be weighted equally.

**7.2 Method of Voting:**

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 (5) members providing such request received the approval of two-thirds of the members assembled.

**7.3 Ties:**

In the event of a tie, the presiding officer shall cast a vote, in addition to his/her vote allowed under 7.1 in order to break the tie.

**7.4 Method:**

Motions or amendments shall be carried at any Board or general meeting by a majority vote unless otherwise provided in these Bylaws.

## **8. Bylaws**

### **8.1 By-Law Changes:**

Bylaws may be made, repealed or amended by a two-thirds majority of the members of The Chamber present at any general meeting or at an annual meeting. Notice of such proposal having been sent to all Chamber members a minimum of 30 days before such meeting is to take place. After member approval, all bylaw changes shall be sent to the Minister for approval, and cannot be acted upon until approved by the Minister.

### **8.2 Binding:**

Such Bylaws shall be binding on all members of The Chamber, its officers and all other persons lawfully under its control.

## **9. Fiscal Year**

### **9.1 Fiscal Year:**

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

## **10. Finance and Accountability**

### **10.1 Finance and Accountability:**

At each Annual General Meeting, the auditor for the upcoming fiscal year must be appointed by the members in attendance. The annual financial statements shall be audited on a yearly basis and presented at the next Annual General Meeting.

### **10.2 General Borrowing Provision:**

The Chamber may, when deemed expedient, and upon a two-thirds vote at any general or special meeting;

- a) Borrow money upon its credit;
- 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 such guarantees, to secure payment of its loans or the carrying out of its obligations.

## **11. Procedure**

### **11.1 Parliamentary Procedure:**

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