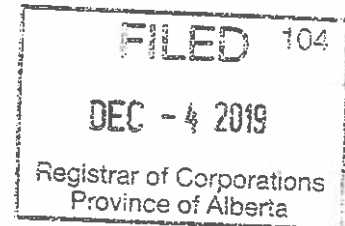


# BYLAWS

of the

## ST. PAUL & DISTRICT CHAMBER OF COMMERCE



As adopted the 16 day of OCTOBER, 2019.



St Paul & District  
Chamber of Commerce  
Box 887  
St Paul, AB T0A 3A0

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## **ARTICLE 1: NAME AND OBJECT**

**1.1 NAME:** The name of this organization will be the St. Paul & District Chamber of Commerce Association ("the Chamber").

**1.2 NON-PARTISAN NATURE:** This organization 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. This organization will not lend its support to or work against any candidate for any public office.

## **ARTICLE 2: INTERPRETATION**

### **2.1 DEFINITIONS:**

- (a) "Auditor" means an accountant or an audit committee of Members, as long as they are not charging a fee for the audit, appointed at the annual general meeting, who will compile an unaudited balance sheet and provide such other unaudited financial information as the Board or Chamber may require;
- (b) "Bank" or "bank" shall include a chartered bank, an ATB Financial branch or a credit union, unless the context prevents such meaning;
- (c) "Board" means the Board of Directors of the Chamber;
- (d) "Board Member" means a Member of the Board;
- (e) "Bylaws" means the Bylaws of the Chamber from time to time;
- (f) "Chamber" means the "St. Paul & District Chamber of Commerce Association" as a body; and
- (g) "Member" means a member of the Chamber in good standing as defined in the membership rules set out in Article 3.

## **ARTICLE 3: MEMBERSHIP**

**3.1 QUALIFICATIONS:** Any 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 Chamber, 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.

**3.2 MINORS AS MEMBERS:** In the event that a person under eighteen (18) years of age is admitted as a Member of the Chamber, that person is liable to the payment of fees and otherwise liable under the Bylaws of the Chamber as if he or she was an adult.

## **ARTICLE 4: DUES AND ASSESSMENTS**

**4.1 DUES:** The Board will determine the annual dues payable by Members of the Chamber, subject to the approval of a majority of Members present at a general meeting whenever a change in the original amount is involved.

**4.2 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 5: OFFICERS AND BOARDS**

**5.1 ELECTIONS:** A president, vice president, second vice president, and treasurer will be the executive and seven other Members will be elected from among the Members at the annual general meetings by ballot and will form the Board. They will remain in office for a two (2) year term, with one-half (1/2) of the Board positions maturing on alternative years.

**5.2 VACANCIES:** Where a Board Member dies, resigns, or is absent from three (3) consecutive meetings of the Board, the Board may, at any meeting after, elect another Member of the Chamber to be a Board Member, in the place of the Board Member who has died, resigned or is absent, by a two-thirds (2/3) majority of the Board to act in place of the deceased, resigned or absent Board Member for the unexpired portion of the term of the deceased, resigned or absent Board Member.

**5.3 SUSPENSION:** Any officer or Board Member may be suspended from his or her office or have his or her tenure of office terminated, if in the opinion the Board he or she is grossly negligent in the performance of any of his or her duties, or for just cause, which includes being absent from three (3) consecutive meetings of the Board without the approval of the Board. 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. An officer or Board Member will be successful in his or her appeal if he or she receives a three-fourths (3/4) vote of support from the membership. In the event of a successful appeal, any Board Member appointed by the Board in place of the suspended or terminated Board Member shall immediately cease to be a Board Member and the previously suspended or terminated Board Member shall resume his or her place on the Board. The Board Member appointed by the Board and who shall by this section be deemed to immediately cease to be a Board Member shall have no appeal nor other remedy for his or her deemed and automatic removal from the Board.

**5.4 ADMINISTRATION:** 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.

(g) Under the direction of the President or Treasurer, be responsible for the payment of all salaries and amounts due and owing by the Chamber which fall within the approved annual budget, or as otherwise established by resolution of the Board;

(h) Report to the Board any matter about which it should have knowledge; and

(i) Guide the Chamber with respect to these Bylaws.

**5.7 BOARD QUORUM:** Fifty (50%) percent plus one of the Board members either personally present, or present via electronic communications, shall constitute a quorum for the conduct of all business of the Board and such quorum may by majority vote of that quorum do all things within the powers of the Board. In the event of a tie vote, no Board Member shall have a second or casting vote.

**5.8 APPROVAL BY GENERAL MEMBERSHIP:** The Board will frame from time to time any amended Bylaws, and 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.

**5.9 APPOINTMENTS BY BOARD:** 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 act as the Board may request.

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

**5.11 REMUNERATION:** Board Members of the Chamber will receive no remuneration for services rendered, but the Board may grant any Board Member reasonable expense monies by majority vote.

**5.12 OATH OF OFFICE:** Newly appointed Board Members, before taking office, will take and subscribe before the membership, an oath in the following form:

"I swear that I will faithfully and truly perform my duties as a Director of the Board of the St. Paul & 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."

**5.13 MEETINGS:** 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. An in-camera session will be conducted at the end of any meeting the Board deems necessary to take place in confidence.

**5.14 PUBLIC PRONOUNCEMENTS:** No public pronouncements 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.

**6.5 MEETING QUORUM:** At any annual, general or special meeting a quorum will be the lesser of the following:

(a) Five (5) Members; or

(b) Ten (10%) percent of the membership registered and in good standing at the time of the meeting.

Up to fifty (50%) percent of the required attendance may be by written proxy.

**6.6 MINUTES:** Minutes of the proceedings of all annual, general, special and Board meetings will be entered in books to be kept for that purpose, and shall be stored at the Chamber head office.

**6.7 SIGNING OF THE MINUTES:** The entry of minutes will be signed by the person who presides at the meeting at which they are adopted, but may be directed to be amended by resolution of the Board, and when so amended shall be certified by the person who presided at the meeting to be the minutes as amended by the direction of the Board.

**6.8 ACCESS TO BOOKS:** All books and records 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 officer having charge of such books and records. Board members will have access to books and records at all reasonable times.

## **ARTICLE 7: VOTING RIGHTS**

**7.1 VOTES:** Every Member in good standing represented at any annual, general, or special meeting will be entitled to one vote providing that the vote of any association, corporation, society, partnership, or an estate of a Member will, in each case be assigned to an individual. Voting may be done through duly authorized proxy, which reminder will be included in the notice of meeting.

**7.2 PROXY:** Each Member entitled to vote at a meeting of Members may appoint a proxy holder to attend and act as the Member's representative at the meeting in the manner and to the extent authorized by the Member. A proxy holder need not be a Member. An instrument appointing a proxy shall be in writing executed by the Member.

**7.3 ROLL CALL:** Voting at annual, general, special or Board meetings will normally be by show of hands, or if requested by the Chair, a 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.

**7.4 TIES:** The presiding Chair will vote only in the case of a tie in a meeting 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 immovable 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;
- (d) Notwithstanding anything in this Article, the Board may authorize borrowing and the granting of any security therefor (other than by the issuance of debentures) in cumulative sums not exceeding \$15,000.00 without approval of the Membership, but any excess borrowing beyond that sum or the granting of any security for any such excess borrowing shall require the sanction of a special resolution of the Members.

**10.3 SIGNING AUTHORITY:** Any two of the President, Treasurer, Executive Director and such other persons as the Board may from time to time designate by a banking resolution of the Board are authorized for and in the name of the Chamber:

- (a) To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;
- (b) To receive all monies and to give receipts for the same;
- (c) Subject to the approval of the Board, to assign or transfer to the bank all or any stocks, bonds and other securities;
- (d) Subject to the approval of the Board, from time to time borrow money from a Bank by incurring an overdraft or otherwise, subject to the provisions of these Bylaws;
- (e) To negotiate with, deposit with, endorse or transfer to a Bank, but for the credit of the Chamber only, all or any bills of exchange, promissory notes, cheques, or orders for payment of money and other negotiable papers;
- (f) From time to time arrange, settle, balance and certify all books and accounts between the Chamber and the Chamber's banks;
- (g) To receive all paid cheques and vouchers; and
- (h) To transact generally for, in the name of and on behalf of the Chamber, with the said bank any business they think fit.

**10.4 ANNUAL BUDGET:** The Board will prepare and submit to the general membership an annual budget. No budget in which proposed expenses exceed proposed revenue plus retained surplus will be either submitted to the general membership or approved by them. Any expenditure provided for in the budget

(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 her in respect of any act done or permitted by him or her in good faith, in carrying out the duties of a Board Member; and

(b) all other costs, charges, and expenses which he or she may sustain or incur in relation to the affairs of the Chamber, except such costs, charges or expenses as are occasioned by his or her own dishonesty, willful neglect or default.

Approved by not less than 75% of the Members present at a duly called meeting of the Members of the Chamber on this \_\_\_\_\_ day of \_\_\_\_\_, 2019, in St. Paul, Alberta.

\_\_\_\_\_  
Brent Sandmeyer, President

\_\_\_\_\_  
Renée Moore, Vice President

\_\_\_\_\_  
Edna Gervais, Second Vice President

\_\_\_\_\_  
Gisele Neilsen, Treasurer