

By-laws of the Nanton & District Chamber of Commerce

2017

Article I: Name and Objectives

Section 1: The name of this organization shall be the Nanton & District Chamber of Commerce

Section 2: The mandate of the Nanton & District Chamber of Commerce shall be to promote and improve trade and commerce and the economic, civic and social welfare of Nanton and district.

Section 3: The objectives of the Nanton & District Chamber of Commerce shall be to:

- encourage and facilitate a cohesive business community
- to increase membership and awareness of its value
- to promote and enhance economic development projects
- to promote and increase tourism and its value
- to provide a range of services for members
- to be responsive to the business education needs of members
- to lobby all levels of government with member issues/concerns.

Section 4: The usual place of meeting shall be in the town of Nanton.

Section 5: The Nanton & District Chamber of Commerce shall be non-sectional and non-sectarian, and shall not lend its support to any candidate for public office.

Article II: Interpretation

Section 6: Where the words “the Chamber” occur in these bylaws, they shall be understood to mean the Nanton & District Chamber of Commerce as a body.

Section 7: Wherever the words “the board” occur in these bylaws, they shall be understood to mean the Executive Board of the Nanton & District Chamber of Commerce.

Section 8: Wherever the word “district” occurs in these bylaws, it shall mean that area within and for which this chamber was established, as defined in the Certificate of Registration under the *Boards of Trade Act*.

Article III: Membership

Section 9: Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district, shall be eligible for membership in the Chamber.

Section 10: Associations, corporations, societies, partnerships or estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district may become members of the Chamber.

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Section 11: The board may remove from the roll of members the name of any newly enrolled members failing to pay their annual dues within 30 days of their admission, or of any other member who fails to pay such dues within three months of the date of which they fall due. Upon such action by the board, all privileges of membership shall be forfeited.

Section 12: Persons or groups 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 by a majority vote of Chamber. Honorary membership shall include all the privileges of active membership except that of holding office, with the exemption of payment of annual dues.

Section 13: Any member of the Chamber may be expelled by a two-thirds vote of the board.

Article IV: Dues and Assessments

Section 14: The annual dues payable by members of the Chamber shall be determined annually by the board, subject to approval of the general membership whenever a change in amount is involved.

Section 15: Any new member joining this Chamber for the first time after August 31 is eligible to join by paying one-half of the annual dues amount for the remainder of the year. The full amount will be due the following January for the next year of membership. This does not apply to any member who has previously been a member of the Nanton & District Chamber of Commerce.

Article V: Officers and Executive Board

Section 16: The officers shall be: a president, vice-president (or co-presidents if approved by the membership), secretary and treasurer, (or secretary/treasurer if approved by the membership), who together with four other members serving as directors, shall be elected from among the members each year at the Annual General Meeting by ballot. and shall form the board. In addition to the elected officers and directors, the board may annually appoint up to four (4) more directors. Terms shall be for one year or until their successors are appointed but no officer or member of the board shall hold the same position for more than four years in succession.

Section 17: Where a member of the board dies, resigns his/her office, or is absent from three (3) consecutive meetings of the board without just cause, the board may elect a member of the board in place of the member who is absent.

Section 18: Any officer or board member may be suspended from their office or have his/her tenure of office terminated if, in the opinion of the board, he/she is grossly negligent in the performance of his/her duties, providing, however, that any officer or board member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the board directly to the membership at the next general meeting.

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Section 19: The board 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.

Section 20: The board 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 provided that such powers are not inconsistent with the provisions of the Boards of Trade Act.

Section 21: Any five (5) or more members of the board, lawfully met, shall be a quorum and a majority of such may do all things within the powers of the board.

Section 22: The board, or at his/her request, the president, may appoint committees or designate members of the board, the Chamber or others to examine, consider and report upon any matter or take such action as the board may request.

Section 23: The board may terminate any committee as necessary.

Section 24: No paid employee of the chamber shall be a member of the board or executive committee. Officers of the Chamber shall receive no remuneration for services rendered, but the board may grant any of these said officers reasonable expense monies.

Section 25: The meetings of the board shall be open to all members of the Chamber, who may attend as observers but may not take part in any of the proceedings.

Section 26: 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 responsibility.

Section 27: a) The president (or co-president if applicable) shall preside at all meetings of the Chamber and board. He/she shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what he/she may think concerns the Chamber. The president shall, with the secretary, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the board. 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 and, in the absence of both these officers, the meeting shall appoint a chair from any executive officers in attendance to act temporarily.

c) The treasurer (or secretary/treasurer if applicable) shall have charge of all funds in the Chamber and shall deposit or cause to be deposited, the same in a chartered bank selected by the board. Out of such funds the treasurer shall pay amounts approved by the board, and keep a regular account of the income and expenditures of the chamber and shall submit an audited statement thereof for presentation at the Annual General Meeting and at any other time required by the board. He/she shall make such investment of the funds of the Chamber as the board may direct. He/she shall, with the president, sign all notes, drafts and cheques.

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d) As secretary, he/she shall be the executive officer of the Chamber and shall be responsible to the board for the general control and management of the chamber's business affairs. He/she shall be responsible for keeping the books of the Chamber, conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertain to his/her office. He/she shall, with the president, sign all papers and documents requiring signature or execution on its behalf. He/she shall maintain an accurate record of the proceedings of the Chamber and of the board. At the expiration of his/her term of office, the secretary shall deliver to the Chamber all books, papers and other property of the Chamber.

Article VI: Meetings

Section 28: The Annual General Meeting of the Chamber shall be held by February 28 of the following year on the date, time and place to be determined by the executive. At least one month's notice of the Annual General Meeting shall be given by publishing the notice in the local newspaper, as well as at least one of the following:

1. contacting members by email
2. contacting members in person or by phone
3. notice given via social media (i.e. Facebook).

The general public is welcome to attend Annual General Meetings, but may only speak when invited to do so by the president or other presiding member. Only members in good standing may vote.

Section 29: Regular general meetings of the chamber shall be held at least quarterly on the date, time and place designated by the board. At least one week's notice of such meetings shall be given. The general public is welcome to attend regular general meetings, but may only speak when invited to do so by the president or other presiding officer. Only members in good standing may vote.

Section 30: Special 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 or any 10 members of the chamber. At least one day's notice of such meetings must be given, unless the meeting is called to pass a special resolution regarding borrowing funds, in which case one week's notice must be given.

Section 31: The board shall meet as needed to carry on the business of the Chamber. Any member in good standing may attend a board meeting but may not speak unless invited to do so by the president or presiding officer and may not vote. Occasionally, the board may entertain a motion to go *in camera* in order to discuss a confidential matter in accordance with the *Freedom of Information and Protection of Privacy Act*. No minutes are taken during an *in camera* session, nothing discussed during an *in camera* session may be disclosed to any other member of Chamber or general public, and no motions may be passed by the board during such session. Upon a motion to come out of *camera*, resolutions may be brought forward and voted on.

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Section 32: Quorum shall consist of the following:

1. At any Annual General Meeting, 25 per cent of members shall be a quorum, and unless otherwise specifically provided, a majority of members or their authorised proxies present shall be competent to do and perform all acts which are directed to be done at any such meeting.
2. At any general meeting, eight (8) members shall be a quorum.
3. At any board meeting five (5) members shall be a quorum.

Section 33: Minutes of the proceedings of all Annual General Meetings, general meetings and special meetings shall be kept by the secretary, and a draft copy of such distributed to the membership prior to the next meeting.

Section 34: All books of the Chamber shall be opened upon reasonable notice to any member of the Chamber, at no cost.

Article VII: Voting Rights

Section 35: Every member in good standing represented at any general meeting shall be entitled to one vote provided the vote of an association, corporation, society, partnership or an estate member shall in each case be to individuals.

Section 36: Voting at board or general meetings shall normally be by a show of hands or, if requested by the chair, by a standing vote. A roll call vote shall be taken, if requested by five (5) members provided such request received approval of two-thirds of the members assembled.

Section 37: The presiding officer shall vote only in case of a tie.

Section 38: Motions or amendments shall be carried at any executive or general meeting by a majority vote unless otherwise provided in these bylaws.

Article VIII: Bylaws

Section 39: Bylaws may be made, replaced or amended by a two-thirds majority vote in favour by the members of the Chamber present at any general meeting, having been moved by one member and seconded by another at a previous meeting, and with notice and details of such proposal having been given at least one week prior to the meeting.

Section 40: Such bylaws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by Industry Canada.

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Article IX: Affiliation

Section 41: The Chamber, at the discretion of the board, shall have power to affiliate with the Canadian Chamber of Commerce, the Alberta Chamber or any other organizations in which membership may be in the interests of the Chamber.

Article X: Fiscal year

Section 42: The fiscal year of the Chamber shall commence on the first day of January in each year.

Article XI: Auditors

Section 43: Auditors shall be appointed by the members present at the annual general meeting and they shall audit the books and accounts of the Chamber at least once in each year. An audited financial statement shall be presented by the treasurer (or secretary/treasurer if applicable) at each annual general meeting, or at any other time required by the board.

Article XII: Procedure

Section 44: Parliamentary procedure shall be followed at all general board meetings in accordance with Robert's Rules of Order.

Article XIII: Dissolution or Amalgamation of the Nanton & District Chamber of Commerce, and Distribution of Assets

Section 45. In the event of amalgamation with another Chamber(s), or Board(s) of Trade, or other organization with similar intent, the Chamber's assets shall be transferred to the successor organization.

Section 46. Upon the dissolution of the Chamber, as approved by the members representing not less than two thirds of the votes cast at a special or general meeting of members called to consider the matter of dissolution, and after payment of all debts and liabilities of the Chamber, the remaining property of the Chamber shall be distributed or disposed of to one or more registered charities or other appropriate organizations as determined by the Board of Directors.

In the event of dissolution of the Chamber, no portion of paid membership fees shall be refunded to the members.

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