

The Crowsnest Pass Chamber of Commerce Association Bylaws

Article I - Interpretation

- 1.01** Wherever the words "The Chamber" occur in these bylaws, they shall be understood to mean "The membership of The Crowsnest Pass Chamber of Commerce Association" as a body.
- 1.02** Wherever the words "The Executive" occur in these bylaws, it shall be understood to mean "The Executive Board Members of The Crowsnest Pass Chamber of Commerce Association".
- 1.03** Whenever the words "The Board" occur in these bylaws, it shall be understood to mean "The elected board of directors of The Crowsnest Pass Chamber of Commerce Association".
- 1.04** 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 Societies Act. Vis: Burmis on the east to the B.C. boundary west, twenty (20) miles to the south of Crowsnest Pass and forty (40) miles north of Crowsnest Pass.

Article II - Membership

- 2.01** Any person directly or indirectly engaged or interested in trade, and commerce of the District, shall be eligible for a membership to The Chamber.
- 2.02** Associations, Corporations, Societies, Partnerships or Estates directly or indirectly engaged or interested in trade, commerce and tourism of the District may become members of The Chamber.
- 2.03** Membership shall be open throughout the year with payment of dues in accordance with Article III
- 2.04** 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 Executive.
- 2.05** Any member of The Chamber, who intends to retire there from or to resign his/her membership, may do so, at any time, upon giving notice in writing to the secretary or Chamber office of such intention, and upon discharging any lawful liability which is standing upon the books of The Chamber against him or her at the time of such notice.
- 2.06** The Board of Directors may expel from the roll of members the name of any new member or existing member failing to pay his/her annual dues within sixty (60) days of the due date. Upon such action by The Board, all privileges of membership shall be forfeited.
- 2.07** Any member of The Chamber may be expelled by two-thirds (2/3's) the vote of The Chamber. Vote must occur at an Annual General Meeting.

Article III - Dues and Assessments

- 3.01** The annual dues payable by members of The Chamber shall be determined annually by The Board subject to the approval of the general membership by a simple majority.

- 3.02** Other assessments may be levied against all members, provided they are recommended by The Board and approved by two-thirds (2/3's) majority of the members present at a general meeting of The Chamber. The notice calling for such general meeting shall state the nature of the proposed assessment.
- 3.03** Contributions and grants may be accepted from other sources, including fees for service, providing such contributions or grants shall not bind The Chamber in any manner contrary to its bylaws.

Article IV - Officers and Executive

- 4.01** The Government of The Chamber, the direction of its affairs and the control of its property is vested in the Elected Board of Directors of The Chamber.
- 4.02** There shall be an elected Board of Directors made up of seven (7) members. Any member in good standing is eligible for election or appointment to The Board. All Board members must remain in good standing for the balance of their terms. All directors are elected to two-year (2) terms, and can serve no more than three (3) consecutive two year (2) terms without taking at least one year (1) off from The Board. Three (3) Board members shall be elected in odd numbered year elections and four (4) Board members will be elected in the even numbered year elections. An election will be held each year to elect replacements by ballot at the Annual General Meeting.
- 4.03** One president, one vice-president, one secretary, and one treasurer, who together shall form The Executive, shall be elected by The Board members only. This election shall occur within seven (7) days of the Annual General Meeting. They shall remain in office for one (1) year. The retiring president shall be an ex-officio (non-voting) member of The Board for one (1) year.
- 4.04** Where a member of The Board dies or resigns his or her office or is absent from three (3) consecutive meetings of The Board, the Board may call a special meeting of The Chamber to elect a replacement from the membership or appoint a member to replace the one who has died, resigned or is absent.
- 4.05** Any board member may be suspended from his or her office or have his or her tenure of office terminated, if in the opinion of The Board, he or she is grossly negligent in the performance of duties, providing however, that any officer 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 meeting.
- 4.06** Standing committees shall be established as determined by The Board of Directors.
- 4.07** The Board shall have general power of administration. It may take or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of the Province, or others, as it may determine or as may be required by vote of a simple majority of members present at any general meeting.
- 4.08** The Board shall, in addition to the powers hereby expressly conferred upon it, have such powers as are assigned to it by any bylaw of The Chamber provided, however, those such powers are not inconsistent with the provisions of the Societies Act.
- 4.09** A majority of the Board of Directors, however, including either the President or Vice President shall constitute a quorum to conduct business of the Chamber in accordance with these bylaws. Such quorum may do all things within the powers of The Board.
- 4.10** The Board shall frame such bylaws, rules and regulations as appear to be best adapted to promote the welfare of the Chamber and shall submit them for adoption at a general meeting of The Chamber.

- 4.11** The Board or the President may appoint committees or designate members of The Chamber to examine, consider and report upon any matter or take such action as The Board may request.
- 4.12** Any committee may be terminated by The Board.
- 4.13** An Officer may be removed at any time upon majority vote of The Board of Directors. No
- 4.14** paid employee should be a member of the Board.
- 4.15** No Director or Officer shall receive remuneration for services rendered as a Director or Officer, but approved out of pocket expenses can be reimbursed.
- 4.15** The meetings of The Board of Directors shall be open to all members of The Chamber, who may attend but may not take part in any of the proceedings unless requested by The Board.
- 4.16** 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 authority.
- 4.17**
- a) The President shall preside at all meetings of The Chamber and The Board. He or she shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meeting what 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 (AGM).
 - b) The Vice-President shall act in absence of the President and in the absence of this officer, the 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 financial Institution selected by The Board. Out of such funds he or she shall pay amounts approved by The Board and shall keep a regular account of the income and expenditure of The Chamber and submit a financial statement thereof for presentation to the Annual General Meeting (AGM) and at any other time required by The Board. He or she shall make such an investment of the funds of The Chamber as The Board may direct. He or she shall, with the President or Vice-President sign all notes, drafts, and cheques.
 - d) The Secretary shall be responsible to The Board for the general control and management of business and affairs. He or she 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 appertain to his or her office. He or she shall, with the President, sign, and when necessary, seal with the seal of The Chamber, of which he or she shall have custody, all papers and documents requiring signature or execution on its behalf. He or she shall maintain an accurate record of the proceedings of The Chamber and of its executive. At the expiration of his or her term of office, the secretary shall deliver to The Chamber all books, papers, and other property of The Chamber.
 - e) The remaining three (3) Board members shall be Directors-at-Large and shall assist in the overall conduct of The Board.
 - f) The Chamber may from time to time decide to employ an Office manager, either full-time or part-time, who will be asked to assist The Executive in the performance of various aspects of Board administration. However, such involvement shall in no way change the accountability of each Executive member for overseeing or performing the duties outlined previously.

Article V - Meetings

- 5.01** The Annual Meeting of The Chamber shall be held in the month of November in each year at the time and place determined by The Board. At least twenty-one days (21) notice of the Annual Meeting shall be given to the general membership.
- 5.02** Regular general meetings of The Chamber shall be held at least quarterly, at a time and place designated by the Board of the Chamber. At least one (1) week's notice shall be given to the general membership.
- 5.03** Special general meetings of the Chamber may be held at any time when summoned by the President or requested in writing by any three (3) members of the Board or any ten (10) members of The Chamber. At least one (1) week's notice of such meeting shall be given to the general membership.
- 5.04** The Board may not borrow money without the approval of the general membership at a special general meeting or annual meeting.
- 5.05** Regular meetings of the Board of Directors shall be held monthly at a time and place determined by the Board to carry on the business of the Chamber. At least one (1) week's notice shall be given.
- 5.06** Notice of all Annual or General meetings naming the time and place of the meeting, shall be given by the Secretary or Office Manager and shall be in writing to the last known address of the member sent by mail, fax or email.
- 5.07** At any Annual or general meetings, nine (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.
- 5.08** Minutes of the proceedings for all meetings of The Chamber shall be entered in books to be retained by the organization in accordance with accepted practices.
- 5.09** All books and records of The Chamber shall be opened at all reasonable hours to any member in good standing of The Chamber, free of charge.

Article VI - Voting Rights

- 6.01** Every member in good standing represented at any general meeting shall be entitled to one (1) vote providing that the vote of an Association, Exchange membership representative, Corporation, Society, Partnership, or an Estate member shall, in such case be assigned to individuals.
- 6.02** Voting at meetings shall normally be by show of hand, or if required by the Chairman, by standing vote. A roll call vote shall be taken if requested by five (5) members providing such request receives the approval of two-thirds (2/3's) of the members assembled.
- 6.03** (a)Any gaming proceeds: (i) shall be donated to one or more charitable organizations as decided by a vote of seventy-five percent (75%) of the members in attendance at the duly called meeting at which

the special resolution to dissolve the Society is passed; or, (ii) shall be transferred in trust to the Municipality of the Crownsnest Pass until such time as the gaming proceeds can be transferred to one or more charitable organizations approved by the Alberta Gaming and Liquor Commission;

(b)The disposal of all other assets of the Society other than the collection and gaming proceeds shall be decided by a vote of seventy-five percent (75%) of the members in attendance at the duly called meeting at which the special resolution to dissolve the Society is passed.

6.04 The presiding officer shall vote only in case of a tie.

6.05 Motions or amendments shall be carried at any Executive or general meeting by a simple majority vote unless otherwise provided in these bylaws.

Article VII - Bylaws

7.01 Bylaws and amendments may be passed at a general meeting provided the amendment or bylaw was circulated to the membership at least twenty-one (21) days prior to the general meeting. Otherwise, amendments or new bylaws will not become effective until the minutes of the general meeting have been passed at a subsequent general meeting.

7.02 Such bylaws shall be binding on all meetings 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 filed with and approved by the Societies Act.

7.03 In the future the bylaws can only be changed by a special resolution of the members.

Article VIII - Affiliation

8.01 The Chamber shall have power to affiliate with the Canadian Chamber of Commerce, the Provincial or Regional Chambers, and any other organizations in which membership may be in the interests of The Chamber.

Article IX - Fiscal Year

9.01 The fiscal year of The Chamber shall commence on the first day of September in each year.

Article X - Auditors

10.01 An Audit Committee consisting of three (3) members of The Crownsnest Pass Chamber of Commerce Association, appointed by the Board, not to include any Board of Directors, shall be called for at a board meeting, and shall audit the Books and Accounts at year end.

Article XI Procedure

11.01 Parliamentary procedure shall be followed at all general meetings, in accordance with Roberts Rules of Order.

Article XII **Dissolution of the Society**

- 12.1 The Society may not distribute its property or pay dividends to its members.

- 12.2 If the society is dissolved, any funds or assets remaining after paying all the debts of the Society are to be paid to a non-profit organization which has objects similar to those of the Society.

- 12.3 Members are to select the organization to receive the assets at a special meeting called for that purpose.